

CHINA MOBILE LTD /ADR/
Form 20-F
April 25, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 20-F

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

OR

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Date of event requiring this shell company report

Commission file number: 1-14696

China Mobile Limited
(Exact Name of Registrant as Specified in Its Charter)

N/A
(Translation of Registrant's Name into English)

Hong Kong, China
(Jurisdiction of Incorporation or Organization)

60th Floor, The Center

99 Queen's Road Central

Hong Kong, China
(Address of Principal Executive Offices)

Grace Wong

Company Secretary

China Mobile Limited

60th Floor, The Center

99 Queen's Road Central

Hong Kong, China

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(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

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Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary shares, par value HK\$0.10 per share	New York Stock Exchange*

* Not for trading, but only in connection with the listing on the New York Stock Exchange of American depositary shares representing the ordinary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2011, 20,072,065,571 ordinary shares, par value HK\$0.10 per share, were issued and outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

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U.S. GAAP

International Financial Reporting Standards as issued

Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Forward-Looking Statements

This annual report on Form 20-F contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

our business objectives and strategies;

our operations and prospects;

our telecommunications network expansion plans and related capital expenditure plans;

the expected impact of any acquisitions or other strategic transactions;

our provision of services, including 3G services and services based on evolution of 3G technology, and our ability to attract customers to these services;

the planned development of future generations of mobile telecommunications technologies and other technologies and related applications;

the anticipated evolution of the industry chain of 3G and future generations of mobile telecommunications technologies, including future development in, and availability of, terminals that support our provision of services based on 3G technology and future generations of mobile telecommunications technologies;

the expected impact of tariff changes on our business, financial condition and results of operations;

the expected impact of new service offerings on our business, financial condition and results of operations; and

future developments in the telecommunications industry in Mainland China, including changes in the regulatory and competitive landscape.

The words aim, anticipate, believe, could, estimate, expect, intend, may, plan, seek, should, target, will and similar expressions, are intended to identify certain of these forward-looking statements. We do not intend to update these forward-looking statements and are under no obligation to do so.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors. Moreover, our future business expansion and other capital expenditure and development plans are dependent on numerous factors, including the risk factors set forth in Item 3. Key Information Risk Factors and the following:

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changes in political, economic, legal, tax and social conditions in Mainland China, including, without limitation, the PRC government's policies with respect to new entrants in the PRC telecommunications industry, the entry of foreign companies into Mainland China's telecommunications market and Mainland China's continued economic growth; and

the availability of qualified management and technical personnel.

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Table of Contents**PART I****Item 1. Identity of Directors, Senior Management and Advisers.**

Not applicable.

Item 2. Offer Statistics and Expected Timetable.

Not applicable.

Item 3. Key Information.**Selected Financial Data**

The following tables present selected historical financial data of our company as of and for each of the years in the five-year period ended December 31, 2011. Except for amounts presented in U.S. dollars and per American depository share, or ADS, data, the selected historical consolidated statement of comprehensive income data and other financial data for the years ended December 31, 2009, 2010 and 2011 and the selected historical consolidated balance sheet data as of December 31, 2010 and 2011 set forth below are derived from, should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements, including the related notes, included elsewhere in this annual report on Form 20-F. The selected historical consolidated statement of comprehensive income data for the years ended December 31, 2007 and 2008 and the selected historical consolidated balance sheet data as of December 31, 2007, 2008 and 2009 set forth below are derived from our audited consolidated financial statements that are not included in this annual report on Form 20-F. Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board.

The statistical information set forth in this annual report on Form 20-F relating to Mainland China is taken or derived from various publicly available government publications that have not been prepared or independently verified by us. This statistical information may not be consistent with other statistical information from other sources within or outside Mainland China.

	2007 ⁽¹⁾ RMB	As of or for the year ended December 31,				2011 US\$
		2008 ⁽¹⁾ RMB	2009 RMB	2010 RMB	2011 RMB	
(in millions, except share, per share and per ADS information)						
Consolidated Statement of Comprehensive Income Data:						
Operating revenue	357,477	411,810	452,103	485,231	527,999	83,891
Operating expenses	233,764	269,415	305,095	334,477	376,700	59,852
Profit from operations	123,713	142,395	147,008	150,754	151,299	24,039
Profit before taxation	128,883	149,523	153,836	159,071	166,582	26,467
Taxation	(42,143)	(36,735)	(38,413)	(39,047)	(40,603)	(6,451)
Profit for the year attributable to equity shareholders	86,623	112,627	115,166	119,640	125,870	19,999
Basic earnings per share ⁽²⁾	4.33	5.62	5.74	5.96	6.27	1.00
Diluted earnings per share ⁽²⁾	4.26	5.53	5.67	5.89	6.20	0.99
Basic earnings per ADS ⁽²⁾	21.65	28.10	28.71	29.82	31.36	4.98
Diluted earnings per ADS ⁽²⁾	21.29	27.66	28.35	29.44	30.98	4.92

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	2007 ⁽¹⁾ RMB	2008 ⁽¹⁾ RMB	2009 RMB	2010 RMB	2011 RMB	2011 US\$
	(in millions, except share, per share and per ADS information)					
Number of shares utilized in basic calculation (in thousands)	20,005,123	20,043,934	20,057,674	20,062,910	20,068,194	20,068,194
Number of shares utilized in diluted calculation (in thousands)	20,339,428	20,356,126	20,312,459	20,321,332	20,315,252	20,315,252
Consolidated Balance Sheet Data:						
Working capital ⁽³⁾	49,866	56,561	77,500	66,202	109,441	17,388
Cash and cash equivalents	78,859	87,426	78,894	87,543	86,259	13,705
Deposits with banks	109,685	130,833	185,613	204,803	246,687	39,195
Accounts receivable	6,985	6,913	6,405	7,632	9,165	1,456
Property, plant and equipment	257,170	327,783	360,075	385,296	408,165	64,851
Total assets	564,169	658,427	751,368	861,935	952,558	151,346
Bonds - current portion ⁽⁴⁾				4,981		
non-current portion	9,949	9,920	9,918	4,982	4,984	792
Deferred consideration payable ⁽⁵⁾	23,633	23,633	23,633	23,633	23,633	3,755
Total liabilities	192,020	217,776	243,734	284,532	302,139	48,005
Share capital	2,136	2,138	2,139	2,139	2,140	340
Shareholders' equity	371,661	440,022	506,748	576,157	649,064	103,126
Other Financial Data:						
Capital expenditures and land lease prepayments ⁽⁶⁾	99,551	122,814	116,675	114,338	124,414	19,767
Net cash generated from operating activities	168,612	193,647	207,123	231,379	226,756	36,028
Net cash used in investing activities	(123,039)	(139,026)	(165,927)	(171,572)	(169,356)	(26,908)
Net cash used in financing activities	(37,276)	(45,684)	(49,774)	(51,051)	(58,420)	(9,282)
Dividend declared	39,883	48,364	49,544	51,818	54,298	8,627
Dividend declared per share (RMB)	2.000	2.415	2.471	2.595	2.730	0.43
Dividend declared per share (HK\$)	2.098	2.743	2.804	3.014	3.327	0.43

- (1) With effect from January 1, 2009, the Company retrospectively adopted the IFRIC Interpretation 13. The comparative figures as of and for each of the years ended December 31, 2007 and 2008 have been restated according to IFRIC Interpretation 13.
- (2) The basic earnings per share have been computed by dividing profit attributable to our equity shareholders by the weighted average number of shares outstanding in 2007, 2008, 2009, 2010 and 2011. The diluted earnings per share have been computed after adjusting for the effects of all dilutive potential ordinary shares. Dilutive potential ordinary shares resulting from the share options granted to our directors and employees under the share option scheme would decrease profit attributable to equity shareholders per share. The basic and diluted earnings per ADS amounts have been computed based on one ADS representing five ordinary shares.
- (3) Represents current assets minus current liabilities. Certain amounts in 2007, 2008, 2009 and 2010 have been reclassified to conform to the current year's presentation.
- (4) The guaranteed bonds due in 2011 with an aggregate principal amount of RMB5,000 million were fully redeemed upon maturity in June 2011.
- (5) Represents the respective balance of the purchase consideration payable to our immediate holding company for our acquisition of the eight regional mobile telecommunications companies in 2002 and for our acquisition of the ten regional mobile telecommunications companies and other telecommunications assets in 2004. See Item 5. Operating and Financial Review and Prospects - Liquidity and Capital Resources - Contractual Obligations and Commitments.
- (6) Represents payments made for capital expenditures and land lease prepayments during the year and included in net cash used in investing activities.

Exchange Rate Information

We publish our consolidated financial statements in Renminbi. Solely for the convenience of the reader, this annual report on Form 20-F contains translations of certain Renminbi and Hong Kong dollar amounts into U.S. dollars and vice versa at RMB6.2939 = US\$1.00 and HK\$7.7663 = US\$1.00, the noon buying rates in New York City for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York on December 30, 2011. Effective from January 1, 2009, the noon buying rates in New York City for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York are published on a weekly basis in the H.10 statistical release of the Board of Governors of the Federal Reserve System of the United States. These translations should not be construed as representations that the Renminbi or Hong Kong dollar amounts could actually be converted into U.S. dollars at such rates or at all.

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The noon buying rates in New York City for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York were RMB6.3080 = US\$1.00 and HK\$7.7613 = US\$1.00, respectively, on April 20, 2012. The following table sets forth the high and low noon buying rates between Renminbi and U.S. dollars and between Hong Kong dollars and U.S. dollars for each month during the previous six months:

Noon Buying Rate

	RMB per US\$1.00			HK\$ per US\$1.00	
	High	Low		High	Low
October 2011	6.3825	6.3534	October 2011	7.7884	7.7634
November 2011	6.3839	6.3400	November 2011	7.7957	7.7679
December 2011	6.3733	6.2939	December 2011	7.7851	7.7663
January 2012	6.3330	6.2940	January 2012	7.7674	7.7538
February 2012	6.3120	6.2935	February 2012	7.7559	7.7532
March 2012	6.3315	6.2975	March 2012	7.7678	7.7551
April 2012 (up to April 20, 2012)	6.3150	6.2975	April 2012 (up to April 20, 2012)	7.7660	7.7580

The following table sets forth the average noon buying rates between Renminbi and U.S. dollars and between Hong Kong dollars and U.S. dollars in 2007, 2008, 2009, 2010 and 2011 calculated by averaging the noon buying rates on the last day of each month during the relevant year.

Average Noon Buying Rate

	RMB per US\$1.00	HK\$ per US\$1.00
2007	7.5806	7.8008
2008	6.9193	7.7814
2009	6.8295	7.7513
2010	6.7603	7.7692
2011	6.4475	7.7793

Risk Factors

We wish to caution readers that the following important factors, and those important factors described in other reports submitted to, or filed with, the SEC, among other factors, could affect our actual results and could cause our actual results to differ materially from those expressed in any forward-looking statements made by us or on our behalf, and that such factors may have a material adverse effect on our business, financial condition, results of operations and prospects as well as our ordinary shares and ADSs.

Risks Relating to Our Business

We may not be able to maintain the same level of growth as we have experienced over the past decade, which could have a material adverse effect on our financial condition and results of operations as well as our profitability.

We have experienced significant growth over the past decade, measured by the increase in both our customer base and our revenue. However, in certain of the more recent years, our rate of growth as measured by our revenue showed a sign of decrease. We cannot assure you that we will be able to achieve a high level of growth in the future due in part to the increased market saturation and competition among mobile telecommunications operators and from other related industries in Mainland China. In particular, according to data published by the Ministry of Industry and Information Technology, or the MIIT, mobile penetration rate in Mainland China reached 73.6% as of December 31, 2011. Moreover, the restructuring of the telecommunications industry in 2008 that has significantly changed the competitive landscape in the telecommunications industry in Mainland China and the convergence of the telecommunications industry with other related industries have resulted in further intensified competition. See Competition from other telecommunications services providers and competitors in other related industries may further increase, which may reduce our market share and decrease our profit margin, and we cannot assure you that any potential change in the competitive landscape of the telecommunications industry in Mainland China would not have a material adverse effect on our business, financial condition and results of operations. All of these factors, among others, have contributed to a slowdown in the growth in demand for our telecommunications services in Mainland China. As a result, our profit from operations grew at a lower rate in 2011 than in prior

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years. Our efforts to achieve growth could be hampered if we are unable to compete effectively with other telecommunications services providers in Mainland China. We cannot assure you that we will be successful in our efforts to achieve a high level of customer growth or to increase the utilization of our telecommunications services. If we are unable to sustain our growth, our financial condition and results of operations as well as our profitability may be materially and adversely affected.

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Competition from other telecommunications services providers and competitors in other related industries may further increase, which may reduce our market share and decrease our profit margin, and we cannot assure you that any potential change in the competitive landscape of the telecommunications industry in Mainland China would not have a material adverse effect on our business, financial condition and results of operations.

We continue to face increasing competition from other telecommunications services providers in Mainland China. As a result of the restructuring of the PRC telecommunications industry in January 2009, principal participants in the telecommunications industry in Mainland China include United Network Communications Group Company Limited, or China Unicom, China Telecommunications Corporation, or China Telecom, and us, with both China Telecom and China Unicom being full-service telecommunications services providers that operate both fixed-line telecommunications networks and mobile telecommunications networks. See Item 4. Information on the Company The History and Development of the Company Industry Restructuring and Changes in Our Shareholding Structure and Item 4. Information on the Company Business Overview Competition. In addition, the PRC government has in the past extended favorable regulatory policies to some of our competitors in order to help them become more viable competitors. See Risks Relating to the Telecommunications Industry in Mainland China Current or future asymmetrical and other regulatory measures adopted by the PRC regulatory authorities could materially harm our competitive position. We are also subject to increasing competition from Internet service providers, mobile device manufacturers, mobile software developers and other competitors, who compete against us in the area of data businesses by offering mobile Internet access and other mobile services and are taking up an increasing share of the value chain of the telecommunications industry. See Changes in technology and business models may render our current technologies and business model obsolete and thus affect our business and market position. Further increased competition could reduce the rate at which we add new customers to our network and decrease our market share as customers choose to receive mobile telecommunications services from other providers. Our market share decreased slightly to approximately 66.5% as of December 31, 2011. We cannot assure you that we will not experience increases in churn rates as competition intensifies, which may materially reduce our profitability as we may incur significant additional selling expenses to retain existing customers and attract new customers. Furthermore, we cannot assure you that any potential change, and in particular, any further restructuring in the competitive landscape of the telecommunications industry in Mainland China would not have a material adverse effect on our business, financial condition and results of operations.

The TD-SCDMA industry chain is still at a developing stage. As a result, we have encountered and may continue to encounter challenges in the deployment of our 3G services, which could have a material adverse effect on our financial condition and results of operations.

We are committed to pursuing our 3G business based on the Time Division Synchronous Code Division Multiple Access, or TD-SCDMA, technology. As a result, our ability to deploy and deliver our 3G services depends, to a large extent, on the TD-SCDMA technology. The TD-SCDMA industry chain has undergone substantial development in 2011. However, if the evolution of the TD-SCDMA industry chain does not meet the requirements of the operation of our 3G business, we may not be able to effectively and economically deliver our 3G services based on this technology. Furthermore, we face intense competition in the delivery of 3G services from our competitors, which are delivering 3G services using Wideband Code Division Multiple Access, or WCDMA, and Code Division Multiple Access 2000, or CDMA2000, technologies, both of which are perceived to be more mature 3G technologies that have been used widely in western Europe and the United States and may offer more effective global roaming or other services to customers. If the TD-SCDMA technology proves not to be widely adopted, our ability to attract and retain customers or offer services to our customers may be limited, our business and prospects may suffer and our revenues and profitability could be materially and adversely affected. We may not be able to successfully overcome our current challenges, including gaining sufficient popularity among potential customers, and may encounter new challenges in the development of our 3G business, and the deployment of our 3G services may not proceed according to anticipated schedules.

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In addition, we have made substantial investments and incurred significant expenses in the development of our 3G services, including the leasing of network capacity from our parent company, China Mobile Communications Corporation, or CMCC, and the development of our 3G market. We expect to continue making significant investments in the construction of our core mobile telecommunications network and related systems and facilities, which we intend to use for our 2G and 3G services and other services based on future generations of telecommunications technologies. Accordingly, the amount of our capital expenditures in future years could remain high. See Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Expenditures for more information on our expected capital expenditures. If the deployment of our 3G business does not reach anticipated scale, or if we encounter other challenges in the provision of our 3G services, our ability to realize benefits from our significant capital investment in our networks and 3G services will be limited, which could have a material adverse effect on our financial condition and results of operations.

Failure to capitalize on new business opportunities may substantially reduce our growth potential.

We may pursue acquisitions or otherwise make investments in other business opportunities as such opportunities arise. We cannot assure you that we will be successful in pursuing such acquisitions or investments or will otherwise be able to successfully integrate any acquired business into our existing operations. Our ability to capture new business opportunities may also depend on the availability of sufficient financing from internal as well as external sources. Any failure to capitalize on new business opportunities may have a material adverse effect on our competitive position, as well as materially reduce our future profitability and growth.

In October 2010, we, through our wholly-owned subsidiary China Mobile Group Guangdong Co., Ltd., or Guangdong Mobile, acquired 20% of the enlarged share capital of Shanghai Pudong Development Bank, or SPD Bank, for an aggregate amount of RMB39.5 billion (approximately US\$6.0 billion). In connection with this acquisition, we entered into a strategic cooperation agreement with SPD Bank in November 2010, pursuant to which we will cooperate with SPD Bank in the areas of mobile finance and mobile e-Commerce businesses such as mobile payment which includes on-site payment and remote payment as well as in the sharing of customers services and channels resources. See Item 4. Information on the Company Business Overview Investment in, and strategic cooperation with, SPD Bank. SPD Bank's profitability is impacted to some extent by macroeconomic conditions and changes in monetary and fiscal policies in Mainland China, and we cannot assure you that our investment in SPD Bank will achieve the desired level of return. In addition, any strategic cooperation may not produce the intended benefits due to a number of factors, some of which are beyond our control, including the lack of a well-developed consumer market for mobile e-Commerce in Mainland China. If we encounter difficulties in carrying out our cooperation with SPD Bank, the prospects of the mobile finance and mobile e-Commerce businesses contemplated to be jointly developed by us and SPD Bank may be materially and adversely affected. Furthermore, expected benefits from our investment in networks, licenses and new technologies may not be realized.

In 2011, we commenced operating certain aspects of our businesses under specialized subsidiaries, such as procuring and distributing terminals through China Mobile Group Terminal Company Limited, or China Mobile Terminal, and conducting our international businesses through China Mobile International Company Limited, or China Mobile International, and expect to enhance our operational efficiency. We cannot assure you, however, that this business model would be sustainable or that we will achieve the expected benefits.

Changes in technology and business models may render our current technologies and business model obsolete and thus affect our business and market position.

The telecommunications industry is characterized by rapidly changing and increasingly complex technologies. Accordingly, although we strive to keep our technologies up to international standards, the mobile telecommunications technologies that we currently employ may become obsolete. We are also subject to increasing competition from Internet service providers, mobile device manufacturers, mobile software developers and other competitors, who compete against us in the area of data businesses by offering mobile Internet access and other mobile services and are taking up an increasing share of the value chain of the telecommunications industry. The intensified competitive landscape requires us to implement new technologies and develop new businesses in order to maintain our share of the value chain and to adapt to the evolving value chain of the telecommunications industry. As the development of new businesses, such as mobile Internet and Internet of Things, require significant time, costs and risk, we may not be able to successfully launch or develop such new businesses and may otherwise not be able to achieve the expected benefits.

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Moreover, the substantial increase in data traffic resulting from the growth of our wireless data traffic business significantly strains the existing capacity of our telecommunications network infrastructure. In order to alleviate such constraints on our telecommunications network, we have made and will continue to make substantial investments in the construction of our infrastructure network to carry increasing data traffic. We may not be able to achieve the desired return for such investments.

The development and application of new technologies involves time, substantial costs and risks. We may encounter unexpected technological difficulties or risks in developing and implementing new technologies, including any future generations of mobile technologies, such as the TDD mode long-term evolution, or TD-LTE, technology, and as a result may incur substantial cost or service disruptions, which could have a material adverse effect on our business, financial condition, results of operations and prospects. We may also encounter limited availability of terminals, such as handsets, notebook and personal digital assistants, to meet the demand of our business development based on future generations of mobile telecommunications technologies. Moreover, we cannot assure you that the expansion or upgrade plan to implement any future generations of mobile telecommunications technologies, including the TD-LTE technology, will achieve the expected results, or that we will be able to launch telecommunications services based on the TD-LTE technology in a commercially viable manner and on a timely basis. In addition, our future success will depend partly on our ability to offer services that address the market demand arising from new growth opportunities in the broader telecommunications industry. We may not be able to successfully develop or obtain new technologies to effectively and economically deliver these services. Furthermore, we may not be able to compete successfully in the delivery of telecommunications services based on new technologies.

Any failure to achieve and maintain effective internal controls could have a material adverse effect on our reputation, business, results of operations and the market prices of our shares and ADSs.

Effective internal controls are necessary for us to provide reasonable assurance with respect to our financial reports and to prevent fraud. We are required to comply with various Hong Kong and U.S. laws, rules and regulations on internal controls, including the Sarbanes-Oxley Act of 2002. In particular, Section 404 of the Sarbanes-Oxley Act of 2002 requires that we include a report of management on our internal control over financial reporting in our annual reports on Form 20-F that contains an assessment by our management of the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm must issue an auditor's report on the effectiveness of our internal control over financial reporting.

Internal controls may not prevent or detect misstatements because of their inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. In addition, projections of any evaluation of the effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in operating conditions or a deterioration in the degree of compliance with our policies or procedures. As a result, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal control over financial reporting, our management may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may disagree. If our independent registered public accounting firm is not satisfied with our internal control over financial reporting or the level at which our controls are designed or operated, or if the independent registered public accounting firm interprets the requirements, rules or regulations differently from us, it may decline to express an opinion on the effectiveness of our internal control over financial reporting or may issue an adverse opinion. Any of these possible outcomes could result in a loss of investor confidence in the reliability of our consolidated financial statements, which could cause the market prices of our ordinary shares and ADSs to decline significantly. In addition, any deficiency in our internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from the New York Stock Exchange, regulatory investigations and civil or criminal sanctions.

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We may not be able to timely detect or prevent employee misconduct, including senior management, and such misconduct may damage our reputation and could cause the trading price of our ordinary shares and ADSs to decrease.

In recent periods, certain of the management personnel of our company and our subsidiaries, including certain executive directors, were alleged to have engaged in unlawful conduct. Such allegations of unlawful conduct include the acceptance of bribes as well as maintaining improper business relationships. While some of these incidents are still under investigation, we believe that such management misconduct involved isolated incidents resulting from individual misconduct.

In order to further strengthen our internal system and policies for detecting and preventing similar and other misconduct, we have re-examined our policies and procedures and have implemented additional operational measures. In particular, with respect to our business cooperation arrangements with third parties, we are in the process of adjusting the model of business cooperation and have implemented more stringent policies and processes. These efforts are expected to reduce the ability of third parties to engage in improper business relationships with our employees. We have also further expanded the type of equipment and products that are subject to centralized procurement. Furthermore, we have implemented a rotation policy under which the management of our major operating subsidiaries will rotate among different subsidiaries every few years. In addition, we have revised our policy in relation to, and strengthened control over, the material investment projects. We cannot assure you, however, that we will timely detect or prevent misconduct or allegations of misconduct by our management and staff. If various measures we have taken prove ineffective in preventing employee misconduct, our reputation may be harmed, and the trading price of our ordinary shares and ADSs could decrease.

We are controlled by CMCC, which may not always act in our best interest.

As of March 31, 2012, CMCC indirectly owned approximately 74.14% of our outstanding shares. Accordingly, CMCC is, and will be, able to (i) nominate substantially all of the members of our board of directors and, in turn, indirectly influence the selection of our senior management; (ii) control the timing and amount of our dividend payments; and (iii) otherwise control or influence actions that require approvals of our shareholders.

The interests of CMCC as our ultimate controlling person may conflict with the interests of our minority shareholders. In particular, CMCC may take actions with respect to our business that may not be in our other shareholders' best interest.

In addition, CMCC provides our operating subsidiaries in Mainland China with services that are necessary for our business activities. See Item 5. Operating and Financial Review and Prospects Overview of Our Operations Our Operating Arrangements with CMCC Have Affected and May Continue to Affect Our Financial Results. Furthermore, we operate our 3G business pursuant to arrangements with CMCC, which was granted a license by the PRC government to operate a 3G business based on the TD-SCDMA technology. The interests of CMCC as the provider of these services to our operating subsidiaries in Mainland China may conflict with the interests of us or our other shareholders.

We may conduct a public offering and listing of our shares in Mainland China, which may result in increased regulatory scrutiny and compliance costs as well as increased fluctuations in the prices of our ordinary shares and ADSs listed in overseas markets.

We may conduct a public offering and listing of our shares on a stock exchange in Mainland China. We have not set a specific timetable or decided on any specific form for an offering in the PRC. The precise timing of the offering and listing of our shares in Mainland China would depend on a number of factors, including relevant regulatory developments and market conditions. If we complete a public offering in Mainland China, we would become subject to the applicable laws, rules and regulations governing public companies listed in Mainland China, in addition to the various laws, rules and regulations that we are currently subject to in the Hong Kong Special Administrative Region of the People's Republic of China, or Hong Kong, and the United States. The listing and trading of our securities in multiple jurisdictions and multiple markets may lead to increased compliance costs for us, and we may face the risk of significant intervention by regulatory authorities in these jurisdictions and markets.

In addition, under the current PRC laws, rules and regulations, our ordinary shares listed on the Hong Kong Stock Exchange will not be interchangeable or fungible with any shares we may decide to list on a Mainland China stock exchange, and there is no trading or settlement between these two markets. Furthermore, these two markets have different trading characteristics and investor bases, including different levels of retail and institutional participation. As a result of these differences, the trading prices of our ordinary shares listed on the Hong Kong Stock Exchange may not be the same as the trading prices of any shares we may decide to list on a Mainland China stock exchange. The issuance of a separate class of shares and fluctuations in its trading price may also lead to increased volatility in, and may otherwise materially and adversely affect, the prices of our ordinary shares and ADSs listed in overseas markets.

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Our future network capacity growth may be constrained by the frequency spectrum available to us.

A mobile telecommunications network's capacity is to a certain extent limited by the amount of frequency spectrum available for its use. Since the MIIT controls the allocation of frequency spectrum to mobile telecommunications operators in Mainland China, the capacity of our mobile telecommunications network is limited by the amount of spectrum that the MIIT allocates to our parent company, CMCC. For our GSM network, the MIIT has allocated a total of 45 MHz of spectrum to be used for transmission and reception, respectively, to our parent company, CMCC. Of the 45 MHz of spectrum allocated to us, 40 MHz in the 900 MHz and 1800 MHz frequency bands is allocated for use nationwide, and 5 MHz in the 1800 MHz frequency band is allocated for use in the cities of Beijing, Shanghai and Chengdu and Guangdong province. In connection with our 3G business, the MIIT has allocated to CMCC a total of 35 MHz of spectrum to be used for nationwide coverage, and an additional 50 MHz of spectrum to be used for indoor coverage. Under the existing agreement between CMCC and us, we have the exclusive rights among mobile telecommunications services providers to use the allocated frequency spectrum in Mainland China.

We believe that our current spectrum allocation is sufficient for anticipated customer growth in the near term. However, we may need additional spectrum to accommodate future customer growth or to develop mobile telecommunications services based on future generations of mobile telecommunications technologies. We may not be able to obtain additional spectrum from the MIIT that would meet our expectations on a timely basis. Our network expansion or upgrade plans may be affected if we are unable to obtain additional spectrum. This could in turn constrain our future network capacity growth and materially and adversely affect our business and prospects as well as our financial condition and results of operations.

Since our services require interconnection with networks of other operators, disruption in interconnections with those networks could have a material adverse effect on our business, profitability and growth.

Our mobile telecommunications services depend, in large part, upon our interconnection arrangements and access to other networks. Interconnection is necessary in the case of all calls between our customers and customers of other networks. We have entered into interconnection and transmission line leasing agreements with other operators. Any disruption on our interconnection with the networks of other operators with which we interconnect due to technical or competitive reasons may affect our operations, service quality and customer satisfaction, and in turn our business and results of operations. In addition, any obstacles in existing interconnection arrangements and leased line agreements or any change in their terms, as a result of natural events, accidents, or for regulatory, technological, competitive or other reasons, could lead to temporary service disruptions and increased costs that can severely jeopardize our operations and materially decrease our profitability and growth.

Risks Relating to the Telecommunications Industry in Mainland China

We are subject to extensive government regulation and may be materially affected by any change in the regulatory environment, especially in the telecommunications industry, in the PRC.

As a telecommunications operator in China, we are subject to regulation by, and under the supervision of, the MIIT, the primary regulator of the telecommunications industry in China. Other PRC government authorities also take part in regulating the telecommunications industry in areas such as tariff policies and foreign investment. The regulatory framework within which we operate may limit our flexibility to respond to changes in market conditions or competition, including changes in our cost structure. For instance, we cannot predict when or if changes in tariff policies or rates may occur. Future adverse changes in tariff policies and rates could significantly decrease our revenues and materially reduce our profitability.

The MIIT, under the direction of the State Council, has been preparing a draft telecommunications law, which, once adopted, will become the fundamental telecommunications statute and the legal basis for telecommunications regulations in Mainland China. In 2000, the State Council promulgated a set of telecommunications regulations, or the Telecommunications Regulations, that apply in the interim period prior to the adoption of the telecommunications law. Although we expect that the telecommunications law will positively affect the overall development of the telecommunications industry in Mainland China, we do not fully know what will be its nature and scope. The telecommunications law and other new telecommunications regulations or rules may contain provisions that could have a material adverse effect on our business, financial condition and results of operations.

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We operate our businesses with approvals granted by the State Council and under licenses granted by the MIIT. We also have arrangements with CMCC, our parent company, under which we operate a 3G telecommunications business based on a 3G license granted to CMCC by the MIIT. If the conditions or other obligations relating to these approvals or licenses are amended in a manner that is detrimental to us, our business and operations could be materially and adversely affected. Moreover, we will require a license from the MIIT to operate our business based on future generations of mobile telecommunications technologies. We cannot assure you whether, when and on what conditions we will be able to obtain this license. If we are unable to obtain or use the license for operating telecommunications business based on future generations of mobile telecommunications technologies, or if the conditions or other obligations relating to this license are detrimental to us, our business and operations, as well as profitability and growth, could be materially and adversely affected.

Current or future asymmetrical and other regulatory measures adopted by the PRC regulatory authorities could materially harm our competitive position.

The PRC government has in the past extended favorable regulatory policies to some of our competitors in order to help them become more viable competitors to us. Under the restructuring initiatives relating to the telecommunications industry in Mainland China announced in May 2008, the PRC government may also implement necessary asymmetrical regulatory measures over a period of time, in order to optimize the allocation of telecommunications resources in the PRC and improve the competitive landscape. One of the regulatory measures announced by the MIIT in 2008 as part of the restructuring initiatives was the offering of roaming services across different mobile telecommunications networks. Under such roaming services, the prices at which the mobile telecommunications services providers may settle for these inter-network roaming services would be initially set by the PRC regulatory authorities. We cannot predict at this point in time the impact, if any, such offering of roaming services or other measures may have on our business and prospects. In addition, the PRC government may implement other asymmetrical regulatory measures. For example, a one-way mobile number portability policy is under trial implementation in Hainan Province, which allows our 2G customers to switch to services of China Unicom or China Telecom while being able to retain their existing mobile numbers. A two-way mobile number portability policy has been under trial implementation in Tianjin since November 2010, which allows our 2G customers, as well as the 2G and 3G customers of China Unicom and China Telecom, to switch to services of another telecommunications services provider while being able to retain their existing mobile numbers. The implementation of asymmetrical regulatory measures could materially harm our competitive position, which could in turn significantly reduce our revenues and profitability, and our financial condition and results of operations may be materially and adversely affected.

The PRC government may require major operators, including us, to provide universal services with specified obligations, and we may not be compensated adequately for providing these services.

Under the Telecommunications Regulations, telecommunications operators in Mainland China are required to fulfill universal service obligations in accordance with relevant regulations to be promulgated by the PRC government, and the MIIT has the authority to delineate the scope of these service obligations. However, the specific rules have not been promulgated and there are currently no specific regulatory requirements relating to the provision of universal services in Mainland China.

While the scope of specific universal services obligations is not yet clear, we believe that these services may include mandatory provision of basic mobile telecommunications services in less economically developed areas in Mainland China and mandatory contribution to a universal service fund. In addition, as part of the transitional measure prior to the formalization of a universal service obligation framework, the MIIT has required major telecommunications services providers in Mainland China, including CMCC, to participate in a project to provide basic telecommunications services in remote villages in Mainland China.

We cannot predict whether we will be required to provide universal services in the future and, if so, whether we will be adequately compensated by the government or by the universal service fund. We also cannot assure you whether we will be required to make contribution to the universal service fund. Any of these events could reduce our revenues and/or net income.

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Our share price has been and may continue to be volatile in response to conditions in the global securities markets generally and in the telecommunications and technology sectors in particular.

Our share price has been subject to significant volatility, due in part to highly volatile securities markets, particularly for telecommunications companies' shares, as well as variations in our sales and profit from operations. Factors other than our results of operations that may affect our share price include, among other things, overall market conditions and performance, market expectations of our performance, projected growth in the mobile telecommunications market in Mainland China and adverse changes in our brand value. In addition, our share price may be affected by factors such as the level of business activity or perceived growth (or the lack thereof) in the telecommunications market in general, the performance of other telecommunications companies, announcements by or the results of operations of our competitors, customers and suppliers and new technologies, products and services. See Item 9. The Offer and Listing for information regarding the trading price history of our ordinary shares and ADSs.

Actual or perceived health risks associated with the use of mobile devices could impair our ability to retain and attract customers, reduce wireless telecommunications usage or result in litigation.

There continues to be public speculation about possible health risks to individuals from exposure to electromagnetic fields from base stations and from the use of mobile devices. While a substantial amount of scientific research conducted to date by various independent research bodies has shown that radio signals, at levels within the limits prescribed by public health authority safety standards and recommendations, present no adverse effect to human health, we cannot be certain that future studies, irrespective of their relative reliability or trustworthiness, will not impute a link between electromagnetic fields and adverse health effects. Research into these issues is ongoing by government agencies, international health organizations and other scientific bodies in order to develop a better scientific understanding and public awareness of these issues. In addition, several wireless industry participants were the targets of lawsuits alleging various health consequences as a result of wireless phone usage or seeking protective measures. While we are not aware of any scientific studies or objective evidence which substantiates such alleged health risks, we cannot assure you that the actual, or perceived, risks associated with radio wave transmission will not impair our ability to retain customers and attract new customers, reduce wireless telecommunications usage or result in litigation.

Risks Relating to Mainland China

An economic slowdown in Mainland China may reduce the demand for our services and have a material adverse effect on our financial condition, results of operations and business prospects.

We conduct most of our business and generate substantially all our revenues in Mainland China. As a result, economic, political and legal developments in Mainland China have a significant effect on our financial condition and results of operations, as well as our future prospects. In recent years, Mainland China has been one of the world's fastest growing economies in terms of gross domestic product, or GDP, growth. If China's economic growth slows down, there will be reduced business activities and reduced demand for our services, which could materially and adversely affect our business, as well as our financial condition and results of operations.

The PRC legal system contains uncertainties which could limit the legal protections available to our shareholders.

Most of our operating subsidiaries are organized under the laws of the PRC and are subject to laws, rules and regulations in China. The PRC legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases may be cited for reference but have limited precedential value. The PRC government has promulgated laws, rules and regulations dealing with economic matters, such as corporate organization and governance, commerce, property, taxation, trade and foreign investment. However, because some of these laws and regulations are relatively new, and because of the relatively limited volume of published cases and their non-binding nature, interpretation and/or enforcement of these laws, rules and regulations involves uncertainties, which may limit the remedies available to our investors and to us in the event of any claims or disputes with third parties. In addition, any litigation in the PRC may be protracted and result in substantial costs and diversion of resources and management attention. Consequently, the protection provided by the PRC legal system may not be the same as the legal protection available to investors in the United States or elsewhere. Furthermore, various uncertainties involved in the rulemaking, interpretation and enforcement process of the laws, rules and regulations in the PRC that are related to our business and operations, particularly those relating to telecommunications and enterprise income tax, may also materially and adversely affect our financial condition, result of operations and prospects.

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Natural disasters and health hazards in China may severely disrupt our business and operations and may have a material adverse effect on our financial condition and results of operations.

Several natural disasters have struck Mainland China in recent years. Our network equipment, including our base stations, in the affected areas sustained extensive damages in some of these natural disasters, leading to service stoppage and other disruptions in our operations in those areas. We are unable to predict the effect, if any, that any future natural disasters and health hazards may have on our business. Any future natural disasters and health hazards may, among other things, significantly disrupt our ability to adequately staff our business, and may generally disrupt our operations. Furthermore, such natural disasters and health hazards may severely restrict the level of economic activity in affected areas, which may in turn materially and adversely affect our business and prospects. As a result, any natural disasters or health hazards in China may have a material adverse effect on our financial condition and results of operations.

Item 4. Information on the Company.

We provide a full range of mobile telecommunications services in all 31 provinces, autonomous regions and directly-administered municipalities in Mainland China as well as in Hong Kong. As of December 31, 2011, the total population residing in Mainland China exceeded 1.3 billion. Based on publicly available information, we are the leading provider of mobile telecommunications services in Mainland China and the largest provider of mobile telecommunications services in the world as measured by total number of customers as of December 31, 2011. As of the same date, our total number of customers reached approximately 649.6 million, representing approximately 66.5% of all mobile customers in Mainland China. As of March 31, 2012, our total number of customers reached approximately 667.2 million.

The History and Development of the Company

We were incorporated under the laws of Hong Kong on September 3, 1997 as a limited liability company under the name China Telecom (Hong Kong) Limited. We changed our name to China Mobile (Hong Kong) Limited on June 28, 2000 and to China Mobile Limited on May 29, 2006 after obtaining the approval of our shareholders.

Our ordinary shares are listed on the Hong Kong Stock Exchange, and our ADSs, each currently representing the right to receive five ordinary shares, are listed on the New York Stock Exchange.

Expansion Through Acquisitions

Our initial mobile telecommunications operations included those in Guangdong Province and Zhejiang Province, conducted by Guangdong Mobile Communication Company Limited (currently known as China Mobile Group Guangdong Co., Ltd.), or Guangdong Mobile, and Zhejiang Mobile Communication Company Limited (currently known as China Mobile Group Zhejiang Co., Ltd.), or Zhejiang Mobile, respectively. As part of the restructuring in preparation for our initial public offering in 1997, the former Ministry of Posts and Telecommunications transferred to us a 100% equity interest in Guangdong Mobile and a 99.63% equity interest in Zhejiang Mobile. We subsequently increased our shareholding in Zhejiang Mobile to 100%.

We carried out a series of acquisitions between 1998 and 2004, through which we acquired from CMCC, our parent company, mobile telecommunications operations conducted by its other regional subsidiaries. As a result, we significantly expanded the geographical coverage of our operations to all 31 provinces, autonomous regions and directly-administered municipalities in Mainland China.

In addition, we acquired all of the issued and outstanding shares of China Resources Peoples Telephone Company Limited (currently known as China Mobile Hong Kong Company Limited, or Hong Kong Mobile), a mobile telecommunications services provider based in Hong Kong, in 2006.

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In 2011, we, through our wholly-owned subsidiary, CMC, acquired 100% of the share capital of Topsson, a company primarily engaged in the sale of mobile phone handsets and devices, from CMCC, ZTE, Eastern Communications Co., Ltd., Beijing Digital China Limited, Ningbo Bird Co., Ltd. and Shenzhen Huawei Investment & Holding Co., Ltd. for an aggregate purchase price of RMB237,070,000 (approximately US\$37,666,630). CMC subsequently transferred 1% of the share capital of Topsson to CMCC, and further subscribed for additional share capital of Topsson. Topsson thereafter changed its name to China Mobile Terminal. As of April 25, 2012, we held 99.97% of equity interest in China Mobile Terminal.

These acquisitions have significantly enlarged our customer base and expanded the geographical coverage and scope of our business. The integration of these acquired operations has also enabled us to realize synergies and economies of scale.

Industry Restructuring and Changes in Our Shareholding Structure

Prior to 1993, all public telecommunications networks and services in Mainland China were controlled and operated by the former Ministry of Posts and Telecommunications through the former Directorate General of Telecommunications, provincial telecommunications administrations and their city and county level bureaus.

Between 1993 and 2008, the telecommunication industry of Mainland China underwent significant reforms and restructuring that resulted in improved competitive environment and enhanced regulation of the industry.

In March 2008, the MIIT was created as the industry regulator providing industry policy guidance and exercising regulatory authority over all telecommunications services providers in Mainland China, including, among others, formulating and enforcing industry policy, standards and regulations, granting telecommunications licenses and permits, formulating interconnection and settlement standards for implementation between telecommunications networks, formulating tariff and service charge standards for certain telecommunications services together with other relevant regulatory authorities, supervising the operations of telecommunications services providers, promoting fair and orderly market competition among operators, and allocating and administering public telecommunications resources.

On May 24, 2008, the MIIT, the National Development and Reform Commission, or the NDRC, and the Ministry of Finance, or the MOF, jointly issued a joint announcement relating to the further reform of the telecommunications industry in Mainland China, which led to a future restructuring of the then-existing telecommunications services providers. The restructuring resulted in: (i) the acquisition by China Telecom of the CDMA network (including both assets and customer base) then owned by China United Telecommunications Corporation in July 2008; (ii) the merger between China United Telecommunications Corporation and China Netcom to form China Unicom in January 2009; (iii) the transfer of the basic telecommunications services business then operated by China Satellite into China Telecom; and (iv) the consolidation of China Tietong Telecommunications Corporation, or China Tietong, into CMCC in July 2008.

On January 7, 2009, the MIIT issued a CDMA 2000 3G license to China Telecom, a WCDMA 3G license to China Unicom and a TD-SCDMA 3G license to CMCC, our parent company.

As a result of the industry restructuring in 2008 and early 2009, principal participants in the telecommunications industry in Mainland China, other than China Tietong and us, currently also include China Telecom and China Unicom. China Telecom and China Unicom currently operate both mobile and fixed-line telecommunications services. We currently operate mobile telecommunications services, while China Tietong currently operates fixed-line telecommunications services.

Organizational Structure

As of March 31, 2012, CMCC owned 74.14% equity interest in us through intermediate holding companies. We operate in all thirty-one provinces, autonomous regions and directly-administered municipalities throughout Mainland China and in Hong Kong. As of March 31, 2012, we owned, directly or through intermediate holding companies, 100% equity interests in the following companies:

China Mobile Communication Co., Ltd.
China Mobile Group Guangdong Co., Ltd.
China Mobile Group Zhejiang Co., Ltd.
China Mobile Group Jiangsu Co., Ltd.

China Mobile Group Hubei Co., Ltd.
China Mobile Group Hunan Co., Ltd.
China Mobile Group Shaanxi Co., Ltd.
China Mobile Group Shanxi Co., Ltd.

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China Mobile Group Fujian Co., Ltd.

China Mobile Group Henan Co., Ltd.

China Mobile Group Neimenggu Co., Ltd.

China Mobile Group Jilin Co., Ltd.

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China Mobile Group Hainan Co., Ltd.	China Mobile Group Heilongjiang Co., Ltd.
China Mobile Group Beijing Co., Ltd.	China Mobile Group Guizhou Co., Ltd.
China Mobile Group Shanghai Co., Ltd.	China Mobile Group Yunnan Co., Ltd.
China Mobile Group Tianjin Co., Ltd.	China Mobile Group Xizang Co., Ltd.
China Mobile Group Hebei Co., Ltd.	China Mobile Group Gansu Co., Ltd.
China Mobile Group Liaoning Co., Ltd.	China Mobile Group Qinghai Co., Ltd.
China Mobile Group Shandong Co., Ltd.	China Mobile Group Ningxia Co., Ltd.
China Mobile Group Guangxi Co., Ltd.	China Mobile Group Xinjiang Co., Ltd.
China Mobile Group Anhui Co., Ltd.	China Mobile Group Design Institute Co., Ltd.
China Mobile Group Jiangxi Co., Ltd.	China Mobile Hong Kong Company Limited
China Mobile Group Chongqing Co., Ltd.	China Mobile International Limited
China Mobile Group Sichuan Co., Ltd.	

In addition, we indirectly own a 99.97% equity interest in China Mobile Terminal through CMC, and directly own a 66.41% equity interest in Aspire Holdings Limited, or Aspire, a company incorporated in the Cayman Islands. In January 2012, we, through Beijing Mobile, and CMCC established China Mobile Finance whose primary business is to centralize the management of our internal funds and allocate our internal capital resources. We indirectly own a 92% equity interest in China Mobile Finance.

General Information

Our principal executive offices are located at 60th Floor, The Center, 99 Queen's Road Central, Hong Kong, China; telephone: 852-3121-8888. We also maintain a regional headquarters in each of our regional mobile telecommunications companies in Mainland China and Hong Kong. Our web site address is www.chinamobileltd.com. The information on our web site is not a part of this annual report on Form 20-F.

Business Overview

We offer mobile telecommunications services principally using the Global System for Mobile Communications, or GSM, standard. We intend to use our GSM network to primarily carry voice usage and certain data traffic from mobile phones. Our GSM networks reach virtually all cities and counties and major roads and highways, as well as a substantial part of rural areas, throughout Mainland China and, through the network of Hong Kong Mobile, a substantial part of Hong Kong.

Starting from January 7, 2009, we also offer mobile telecommunications services using the TD-SCDMA standard. We operate our 3G business based on an Internet Protocol based core mobile telecommunications network that is shared by our 2G and 3G services and will be shared with other services based on future generations of telecommunications technologies as well as the TD-SCDMA wireless network capacity leased from CMCC. See "Mobile Telecommunications Networks" below. We intend to use the TD-SCDMA network to primarily carry data traffic from mobile phones. CMCC's TD-SCDMA wireless network covered all county-level or above cities in Mainland China as of December 31, 2011.

In addition, we provide our customers with high-speed Internet access through wireless local area networks, or WLAN (also known as Wi-Fi), through our WLAN access points located throughout Mainland China. We intend to use our WLAN network to primarily carry Internet data from computers and mobile phones. As of December 31, 2011, we had approximately 2.2 million access points covering locations such as airports, hotels, conference centers, schools and exhibition centers throughout Mainland China.

Moreover, we assist CMCC in the development of networks based on the TD-LTE technology. We intend to use the TD-LTE network to primarily carry high bandwidth and high quality wireless broadband businesses.

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Our Business Strategy

As a pioneer and the market leader in the world's largest mobile telecommunications market, we intend to enhance our businesses in the mobile telecommunications market by further developing our mobile Internet business, promoting the co-ordinated and synergistic development of our businesses carried by the four networks based on their respective GSM, TD-SCDMA, WLAN and TD-LTE technologies and strengthening our full service capabilities.

Developing Mobile Internet Business. We intend to function as a "smart pipe" that provides value beyond that of data connectivity only. In order to achieve this purpose, we intend to accelerate the development of our mobile Internet business to maintain a fair share of the growing value chain of the mobile Internet industry. We intend to build an open platform for innovative application services, develop featured businesses that are distinctive and competitive compared to our competitors' products and convert terminals into a user-friendly interface to enhance customers' experience in accessing our services.

Co-ordinated and Synergistic Development of Businesses Carried by the Four Networks. We intend to continue promoting the co-ordinated and synergistic development of our businesses carried by the four networks based on their respective GSM, TD-SCDMA, WLAN and TD-LTE technologies to create a world-class wireless network with wide and deep coverage, high quality and high speed. To achieve this goal, we intend to continue maintaining high voice quality and optimizing the utilization rate of our GSM network. We also intend to continue working with CMCC to optimize the TD-SCDMA network with broad and in-depth coverage to improve its utilization rate. With respect to our WLAN network, we will focus on enhancing its coverage and network quality to alleviate the data traffic capacity constraints on our networks and to reduce costs. In addition, we will continue to assist CMCC in promoting the TD-LTE technology within and outside the PRC, accelerating commercialization of TD-LTE technology and furthering the synchronized development and compatibility of LTE TDD and LTE FDD technologies.

Strengthening Full Service Capabilities. We intend to strengthen our capabilities in response to competition from the telecommunications operators that provide full services. In order to achieve this goal, we intend to continue constructing infrastructure networks and cooperating with CMCC in the integration of mobile telecommunications business with fixed-line telecommunications business. In addition, we intend to improve the efficiency of our business by focusing on high-bandwidth and high-value mobile Internet access and developing standardized products on a large scale. Moreover, we will differentiate our services in response to different needs of our customers. We intend to further penetrate into the individual customer market by emphasizing excellence in serving quality individual customers, focusing on expanding our corporate customer base and selectively expanding into family customer market.

In order to achieve the foregoing goals, we will focus on improving the quality of our networks, the quality of our services and our business support capabilities. See "Service Quality." Moreover, we will continue to improve our customer services to achieve broader customer satisfaction. See "Customer Services." In addition, we will make efforts to enhance our operational efficiency by operating certain aspects of our businesses under specialized subsidiaries, such as China Mobile International and China Mobile Terminal.

Customers and Usage

Our customer base has grown substantially from approximately 584.0 million at the end of 2010 to approximately 649.6 million at the end of 2011. As of December 31, 2011, we had a market share of approximately 66.5% in Mainland China. As of March 31, 2012, our total number of customers reached approximately 667.2 million, and our total number of 3G customers reached approximately 59.6 million. Our customer growth is primarily attributable to a number of factors, including:

economic growth in our markets, including in rural areas;

the PRC government's promotion of informatization and reform and development initiatives targeting the rural areas of Mainland China;

growth potential in small and medium-sized cities, rural areas and migrant population markets;

decreased cost of initiating services due to a decline in handset prices as well as the decrease in other tariffs for our services;

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our increased marketing and sales efforts and new business initiatives; and

our competitive advantages in terms of scale of operations, networks, support systems, brands, marketing and sales channels and services.

We continued to experience growth in our corporate customer base in 2011. As of December 31, 2011, the total number of our corporate accounts reached 3.24 million, and the number of individual customers served under corporate accounts reached 36.0% of our total customer base.

However, due to the increasing mobile penetration rate and intensified competition among mobile telecommunications operators and from competitors in other related industries, our customer base may not continue to grow as fast as it has been over the past few years, if at all.

Our total voice usage reached 3,887.2 billion minutes in 2011, representing an increase of approximately 12.3% from 2010. Our short message services, or SMS, usage reached 736.1 billion messages in 2011, representing an increase of approximately 3.5% from 2010. Furthermore, wireless data traffic reached 361.4 billion megabytes in 2011 from 143.3 billion megabytes in 2010.

The following table sets forth selected historical information about our customer base and customer usage as of or for the periods indicated.

	As of or for the year ended December 31,		
	2009	2010	2011
Customer Base (in millions)	522.3	584.0	649.6
Total Voice Usage (in billions of minutes)	2,918.7	3,461.6	3,887.2
Average Minutes of Usage Per User Per Month (minutes) ⁽¹⁾	494	521	525
Average Revenue Per User Per Month (RMB) ⁽²⁾	77	73	71
Average Monthly Churn Rate (%) ⁽³⁾	3.30	3.22	3.21

- (1) Calculated by (A) dividing the total minutes of usage during the relevant year by the average number of customers during the year (calculated as the average of the numbers of customers at the end of each of the thirteen calendar months from the end of the previous year to the end of the current year) and (B) dividing the result by 12.
- (2) Calculated by (A) dividing the operating revenue during the relevant year by the average number of customers during the year (calculated in the same manner as in note (1) above) and (B) dividing the result by 12. The operating revenue in 2009, 2010 and 2011 is derived from our consolidated statements of comprehensive income for the years ended December 31, 2009, 2010 and 2011, respectively.
- (3) Measures the monthly rate of customer disconnections from mobile telecommunications services, determined by dividing: (A) the result obtained by dividing (i) the sum of voluntary and involuntary terminations from our network (excluding internal transfer) during the relevant year by (ii) the average number of customers during the year (calculated in the same manner as in note (1) above) by (B) 12.

Businesses

Our businesses primarily consist of voice business and data business.

Voice Business. Our voice business includes voice usage services and voice value-added services.

Our voice usage services focus on enabling our customers make and receive calls with a mobile phone at any point within the coverage area of our mobile telecommunications networks. The services include local calls, domestic long distance calls, international long distance calls, domestic roaming and international roaming. Our voice usage services have continued to grow, and total voice usage increased approximately 12.3% in 2011 compared to 2010.

Our voice value-added services mainly include caller identity display, caller restrictions, call waiting, call forwarding, call holding, voice mail, conference calls and other services.

Data Business. Our data business includes short message and multimedia message services, or SMS and MMS, wireless data traffic business and applications and information services.

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SMS refers to services that employ the existing network resources and the corresponding functions of mobile telecommunications terminals to deliver and receive text messages, mainly including customer-to-customer messages, corporate SMS, Monternet -based short messages. SMS offers convenience and multi-functionality to our customers. MMS is a technology that allows users to exchange multimedia communications, such as graphics, animated color pictures, sound files and short text messages, over wireless networks. Our SMS usage reached 736.1 billion messages in 2011 compared to 711.0 billion messages in 2010. Revenue generated from SMS and MMS reached RMB46,462 million in 2011, compared to RMB46,889 million in 2010.

Our wireless data traffic business includes mobile data traffic service and WLAN service.

Mobile Data Traffic. Our mobile data traffic service is a service that we provide to our customers that enables wireless access to the Internet through 2G or 3G networks. We experienced a significant growth in the provision of mobile data traffic services in 2011, with mobile data traffic reaching 161.0 billion megabytes in 2011, representing a 56.1% increase compared to 2010. Revenue generated from mobile data traffic service reached RMB43,689 million in 2011, compared to RMB30,453 million in 2010.

WLAN. WLAN service refers to a service that provides high-speed Internet access through WLAN. We experienced significant growth in our WLAN service in 2011. As of December 31, 2011, we had approximately 2.2 million access points covering locations such as airports, hotels, conference centers, schools and exhibition centers throughout Mainland China. Data traffic carried by WLAN reached 200.4 billion megabytes in 2011 compared to 40.2 billion megabytes in 2010. Revenue generated from WLAN service reached RMB739 million in 2011, compared to RMB191 million in 2010.

Our applications and information services mainly include Wireless Music, Mobile Reading, Mobile Video, Mobile Mailbox, Fetion , Mobile Paper, 12580 Integrated Information Service Line , Mobile Gaming, Mobile Payment/Wallet, Mobile TV and location-based services.

Wireless Music. Wireless Music refers to a service that provides music services to customers through mobile telecommunications networks. In 2011, we continued our efforts in business model innovation and strengthened our cooperation with the music media to stimulate and direct customers to use wireless music products including Wireless Music Club, Color Ring , and Music Download . Revenue generated from Wireless Music reached RMB22,069 million in 2011, compared to RMB20,468 million in 2010.

Mobile Reading. Mobile Reading provides our customers with content services, including books, magazines and comics, through mobile phones and mobile e-book devices. Revenue generated from Mobile Reading reached RMB627 million in 2011, compared to RMB247 million in 2010.

Mobile Video. Mobile Video provides our customers with mobile network-based audio and video services, which enable our customers to download or stream various types of videos such as news, movies, entertainment and sports programs on their mobile phones. Revenue generated from Mobile Video reached RMB571 million in 2011, compared to RMB242 million in 2010.

Mobile Mailbox. Mobile Mailbox provides our customers with e-mail services with multiple value-added functions. In addition to the regular functions of Internet mail services, our customers will receive notifications on their mobile phones when they receive new e-mails and are able to read and send e-mails via mobile phones. Revenue generated from Mobile Mailbox reached RMB1,539 million in 2011, compared to RMB964 million in 2010.

Our other applications and information services, including Fetion , Mobile Paper 12580 Integrated Information Service Line , Mobile Gaming, Mobile Payment/Wallet, Mobile TV and location-based services, also experienced further growth in 2011, and we have strengthened our efforts in developing other new products and applications in our data business.

We made efforts to build up open platforms through our Mobile Market in the past few years. Mobile Market serves as a platform for software developers and their applications as well as our own businesses so that our customers may use their terminals to download applications and subscribe for our businesses. We intend to build Mobile Market into a sales platform for our customers to subscribe for our businesses, a platform for developers to upload their applications and a platform that provides support to our terminal and content suppliers. We will also make available our five major capacities, namely cloud services for Mobile Market, Internet of Things , e-Commerce, location-based services and Fetion+ , to the users through Mobile Market. As of December 31, 2011, the cumulative number of registered customers of Mobile Market reached 158 million, with the number of application downloads from Mobile Market exceeding 630 million.

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We launched the development of standardized and modularized applications of the Internet of Things in 2011. In addition, we are in the process of building a nationwide Wireless City platform which provides the government authorities and citizens with various information services covering ten categories, including public administration, traffic control, healthcare and employment service through wireless network coverage in the city. We have entered into Wireless City cooperation agreements with 217 cities and 31 provinces, autonomous regions and directly-administered municipalities in Mainland China.

We believe that data business will continue to be one of the fastest growing segments of the telecommunications market in Mainland China in the coming years. In 2011, we increased the promotion of our data business by providing customers with diversified and personalized services. Our data services revenue increased to RMB139,330 million in 2011, representing an increase of 15.4% from 2010. As a percentage of operating revenue, data services revenue increased to 26.4% in 2011 from 24.9% in 2010.

We also plan to continue promoting industry-specific applications of data business to corporate customers to further enhance the penetration and utilization of our data business. During 2011, we further strengthened and broadened the scope of key industry-specific application solutions to cover major sectors of the society and the economy. These efforts, coupled with our efforts to enhance service quality and improve customer relationship, led to an expansion of our customer base among multi-provincial and multi-national corporations. We also expanded our Internet of Things applications and Mobile e-Commerce businesses in different areas involving our corporate customers. As of December 31, 2011, the total number of our corporate accounts reached 3.24 million.

Tariffs

The tariffs payable by our customers include primarily usage charges, monthly fees (if applicable) and service fees for voice value-added services and data services. Effective on January 1, 2010, when not using roaming services, our customers incur usage charges in the form of either local usage charges or, for outgoing domestic and international long distance calls, domestic and international long distance charges. When using domestic roaming services, our customers incur either domestic roaming usage charges or, for outgoing international long distance calls, international long distance charges. When using international roaming services, our customers incur charges based on tariffs that vary depending on whether it is an incoming call or an outgoing call and on the destination of the call.

We offer our customers a variety of tariff packages that have varied monthly charges, minimum charges for basic usage, charges for usage exceeding the covered basic usage, fixed charges for selected features and functions, as well as charges for voice value-added services. The tariff for wireless data traffic is generally charged by the actual data traffic usage. We also offer different tariff packages with respect to SMS and MMS, each of the wireless data traffic business and applications and information services.

We have flexible tariff plans distinguishing between peak time and non-peak time usage, and offer tailored service plans based upon the needs of different customer groups as well as our network resources. Given the rapid growth in mobile penetration rates and increased competition, in order to remain competitive in terms of price and performance with other mobile telecommunications operators, we provide certain discounts and promotional offers in and during certain service areas and call periods targeting various customers. These discounts and promotional offers mainly include rewards for the pre-payment of fees, free trials of voice value-added services or data services, tariff discounts during off-peak hours and in low-traffic areas, and tariff discounts for specified call recipients.

In 2011, in response to our customers' needs and to increase the usage of our services, we reduced voice and data tariffs, in particular domestic roaming charges. We also reduced international roaming charges for 38 destinations across the world.

The level and categorization of most of our current tariffs are subject to regulation by various government authorities. The MIIT has gradually liberalized the tariff level by allowing telecommunications service providers to set tariffs below certain tariff ceilings and permitting them to group their products and services, which could essentially lower the actual price for certain products and services included in the plan. The MIIT has also been encouraging mobile telecommunications operators in Mainland China to implement the caller-party-pays regime. See Regulation Tariff Setting included elsewhere under this Item. We generally expect usage volume to increase as a result of decreases in tariffs.

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Interconnection

Interconnection refers to various arrangements that permit the connection of our networks to other mobile or fixed-line networks. These agreements provide for the sharing and settlement of revenues from the local usage charges and, if applicable, roaming usage charges and domestic and international long distance charges.

Our networks interconnect with the networks of other operators, which enables our customers to communicate with the customers of those operators and to make and receive local, domestic and international long distance calls. Each of our operating subsidiaries has interconnection agreements with those operators in its service area. The economic terms of these agreements are standardized from province to province.

Roaming

We provide roaming services to our customers, which allow them to access mobile telecommunications services while they are physically outside of their registered service area or in the coverage areas of other mobile telecommunications networks in other countries and regions with which we have roaming arrangements.

A mobile customer using domestic roaming services is charged at our per-minute roaming usage charges or, for outgoing international long distance calls, international long distance charges. A mobile customer using international roaming services incur charges based on tariffs that vary depending on whether it is an incoming call or an outgoing call and on the destination of the call. In recent years, our international and domestic roaming usage charges have generally declined, resulting in lower average revenue per minute from roaming services. In March 2008, the PRC regulators reduced the maximum rate at which a mobile telecommunications services provider may charge on domestic roaming services. In December 2009, the PRC regulators further promulgated policies to eliminate domestic roaming usage charges on outgoing international long distance calls when domestic roaming services are used. We believe that the decrease in roaming usage charges helped drive growth in voice volume usage and that growth in voice volume usage helped partially offset the negative impact of the decline in roaming usage charges.

Research and Development

Our research and development efforts, undertaken jointly by our research institute and other relevant departments and business units, primarily focus on:

developing advanced business solutions and end-to-end data application solutions suitable for the consumer markets in Mainland China;

monitoring technological trends, including advancement in future generations of mobile telecommunications technologies, which may have an impact on the development of our current business and the implementation of our wireless data strategy; and

researching post-TD-SCDMA technologies and promote the synchronized development and compatibility of LTE TDD and LTE FDD technologies, the two models of the LTE technology.

SOFTBANK Corp., Vodafone International Holdings B.V., Celco Partnership (doing business as Verizon Wireless) and we jointly invested in JIL to promote the development of new mobile technologies, applications and services, particularly the rapidly growing area of mobile Internet services.

We have applied for a number of patents in Mainland China. Moreover, we have submitted to international standardization organizations a number of contributions, many of which have been accepted. In light of the increasingly competitive and rapidly evolving telecommunications market in Mainland China, we expect to continue to devote resources to the research and development of new products, services and technology applications.

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Sales and Customer Services

Sales Channels. We offer our services through an extensive network of proprietary sales outlets, retail outlets and electronic sales and marketing channels. In addition to providing retail sales and network connection services, most of our proprietary sales outlets also offer differentiated services to customers under different service brands, including billing information and payment collection, services consultation, handset repair and other customer services. Furthermore, most of our proprietary sales outlets provide training and service demonstrations to retail outlets. The retail outlets offer our services according to agency agreements with us. In connection with these sales, all applicable fees payable after initial connection are paid to us. Moreover, we offer certain services to our customers through electronic channels, including, among others, subscription of voice value-added services and data business, change of tariff plans, credit loading for pre-paid services, and redemption of

GoTone points. Sales effected through our electronic channels have increased consistently in recent years and the percentage of our business transactions that were processed through our electronic channels increased significantly in 2011. Furthermore, we have enhanced our service capabilities through the expansion and optimization of our proprietary sales channels, the expansion of electronic channels and the integration of resources relating to sales and marketing channels. We are able to establish sales and service networks at lower cost by utilizing existing resources in rural areas to serve and expand our customer base in these areas. We have also established concept stores in major cities within Mainland China to showcase our services and products, particularly our wireless data services, and to facilitate certain sales and marketing activities.

Market Segmentation Strategy. As customers' demands for mobile telecommunications become more varied and complex, we have conducted research on market segmentation and have launched brands and products which cater to the specific needs of different customer groups. We mainly promote three brands, each with a different focus. GoTone targets high to middle-end customers, Easy own targets the mass market and the M-Zone brand targets the young user group through the integration of voice and data services, in each case supported by a series of tailored service packages.

Moreover, we provide differentiated applications and services to our corporate customers under customized service contracts. As of December 31, 2011, we had signed service contracts with approximately 3.24 million corporate accounts, and individual customers served under these service contracts with corporate accounts accounted for approximately 36.0% of our total customers. With the expansion of our corporate customer base, we also seek to provide customized total solutions to these corporate customers in response to their particular requirements.

Furthermore, we have developed customized products and service packages in response to the unique consumption characteristics of rural areas, such as the Easy own Village-only Card, small denomination top-ups, over-the-air recharging and the Agricultural Information Service, and have developed advertising and distribution channels unique to the rural markets to promote and expand our business in the rural areas. We have also encouraged handset producers to introduce inexpensive handsets with moderate functions to lower the barrier of using mobile phones in the rural areas.

Strategies Relating to 3G Services. We have been operating our 3G business by leasing wireless network capacity from CMCC since 2009. We have been focusing on the integration of the core components of our 2G and 3G networks by employing new mechanisms, new standards and new measurements and by promoting the integration of networks, businesses and applications, which have enabled our 2G customers to upgrade to our 3G services without changing their mobile telephone numbers or SIM cards or requiring re-registration. In addition, we have enhanced our efforts to market new 3G services, products and applications, including through our voice and data businesses, to individuals, families, corporations and those in need of industry information products. We intend to further expand our 3G business by, among other things, leveraging the support from the PRC government in terms of land use, frequency resources and construction of wireless cities.

Customer Services. Our customer support service centers offer 24-hour staff-answering and automatic-answering service hotlines in Mainland China, dealing with customer enquiries regarding services and billing, as well as handling customer complaints. In order to retain high-value and corporate customers and enhance customer satisfaction, we offer a series of personalized and differentiated services targeted at high-value and corporate customers, including dedicated account executives, on-site visits and systems for collecting comments and handling complaints.

In 2011, we continued to optimize our customer service processes through efforts such as improving service quality at both sales outlets and our 10086 hotline. The connection rate of our 10086 hotline reached 89.4%, and 87.5% of issues were resolved after the first call of the 10086 hotline. We have also actively promoted electronic channels, including expanding scope of services provided through our electronic channel and shortening the processing time at the electronic channel, and the percentage of our business transactions that were processed through the electronic channels increased significantly in 2011. In addition, we implemented service measures such as increasing transparency in the billing process, inquiry and data services unsubscription function through SMS and refunding before investigation in case of a billing dispute for Monternet services to ensure our customers would be fully informed of the payments they would make. The number of spam SMS reported to us decreased 38% compared to 2010. Our continued improvement in customer services resulted in broader customer satisfaction in 2011.

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Service Quality. We strive to improve the quality of our services through improvements in the quality of our infrastructure network. In particular, with respect to our 2G services, the voice call drop rate decreased to 0.32% and successful connection rate increased to 99.26% in 2011, and with respect to our 3G services, the voice call drop rate decreased to 0.35% and successful connection rate increased to 98.99% in 2011. The success rate for key performance indicators, such as subscription and un-subscription for key products, increased to approximately 99%. In addition, the network speed of our Internet business has been further enhanced. We have also improved our business support capabilities, especially in the areas of billing and data business subscription support.

Customer Retention. Due to increasing competition, we place great emphasis on customer retention. Our strategy is to attract and retain high-value customers by providing high quality services. We have implemented a Customer Point Reward Program, which is a bonus point-based scheme that rewards customers according to their service consumption, loyalty and payment history. This represents an important measure by us to retain high-value customers. Customers are identified and grouped as GoTone Diamond, GoTone Gold and GoTone Silver card members according to their respective value contribution and points accrued. Different levels of membership entitle members to different privileges. Customers in these classifications are eligible to receive targeted rewards, including some of our own products and services, as well as those of our business partners. In 2011, we further differentiated our GoTone service and enhanced customer loyalty of our GoTone service through the targeted allocation of marketing resources. In addition, we offer special services to our GoTone members, including cross-region services, airport VIP services, hospital VIP services, golf clubs and handset service clubs.

In developing our M-Zone brand, we focused on expanding our customer base, offering new services and gaining recognition as symbol of youth culture. We enhanced our brand image and the number of customers increased as a result of our increased advertising efforts and expansion of new services, including the launch of brand alliances and the implementation of product and service upgrades.

In addition, we further enhanced customer loyalty through a series of efforts in 2011 including, among others, entering into long-term contracts with our mid to high-end customers, offering customized services packages and improving customer services and quality of our services.

Churn Management. We have devised internal monitoring systems to detect customers who are prone to discontinue their subscriptions. In particular, our churn alert system prompts customer service representatives to proactively approach those customers, and customers who have recently discontinued their service, to improve customer relations and minimize churn.

Credit Control. We have implemented customer registration procedures, such as identity checks for individual customers and information checks for corporate customers, to assist in credit control. In certain situations, we require our customers to pay an advance deposit representing a pre-determined amount of usage charges before certain telecommunications services are activated. The actual usage charges incurred are verified against the balance of the amount deposited at regular intervals on a daily basis and, if there are unusual circumstances, additional measures will be implemented. Direct debit services are available in each geographical area. The accounts of contract customers are required to be settled on a monthly basis, and a late payment fee is imposed on each customer whose account balance is not settled by the monthly due date. If the customer's account remains overdue, the customer's services will be deactivated and such customer must pay all overdue amounts, including applicable late payment fees, to reactivate services. As a majority of our existing customers pre-pay for our services, we have limited credit risk exposure to our customers. We make an allowance for doubtful accounts based on our assessment of the recoverability of accounts receivable.

Corporate Social Responsibility and Sustainability Development. We are committed to fulfilling our responsibility to the sustainable development of the community. We have focused on energy conservation and environmental protection in many aspects of our operations. We have also strived to provide more environment-friendly information solutions to our customers and support philanthropic activities. When natural disasters such as the severe earthquakes in Yunnan province and heavy rain in southern part of Mainland China occurred in 2011, we reacted with timely and effective telecommunications support and services and relief efforts. In 2011, we were recognized for the fourth consecutive year by the Dow Jones Sustainability Indexes, or DJSI, being the only company from Mainland China listed on DJSI.

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Information Systems

Our information systems primarily consist of a network management system, a business operation support system and a management information system. The network management system collects and processes the operating data from each network, and manages, supervises and controls our networks for safe and efficient operation. The business operation support system provides day-to-day operational support to each business unit, and is a unified and comprehensive system that enables the sharing of information resources. This system standardizes and integrates each of our sales, billing, settlement, customer service and network failure handling databases in a centralized and orderly manner. The management information system collects and processes our management information and provides support to our management personnel. In addition, this system has computerized and automated our management in finance, inventory, procurement and human resources. Furthermore, we have an internal communications network, which consists of our office automation system, our internal computer network, video conference system, telephone system and others, the combination of which supports our internal communications.

Trademark

We market our services under the CHINA MOBILE trademark, which is the trademark we use throughout Mainland China. CHINA MOBILE is a registered trademark in the PRC owned by our parent company, CMCC. On January 1, 2008, we entered into a new trademark license agreement to replace the then existing trademark license agreements with CMCC. Under the new trademark license agreement, we and our operating subsidiaries have a non-exclusive right to use the CHINA MOBILE trademark in Mainland China and Hong Kong. No license fee is payable by us to CMCC under the agreement until December 31, 2012.

In addition, the CHINA MOBILE name has been registered as a trademark by CMCC in Australia, Brunei, Canada, Hong Kong, India, Indonesia, Macau, New Zealand, South Korea, Taiwan, Thailand, the United States, Vietnam, South Africa and Yemen. Furthermore, CMCC has filed applications to register the CHINA MOBILE name and logo as a trademark in Malaysia and Pakistan, in connection with certain goods and services. CMCC has also registered the CHINA MOBILE name and logo as a trademark under the Protocol Relating to the Madrid Agreement Concerning the International Registration of Marks.

Mobile Telecommunications Networks

Over the past several years, we have performed a number of technological improvements and upgrading to our core mobile telecommunications network, which has evolved into an integrated network that is capable of supporting transmissions using both the 2G standard and the 3G standard. We have built an Internet Protocol based core network that is capable of supporting the GSM, TD-SCDMA, WLAN and TD-LTE networks, which we believe could also evolve into a network that supports other future generations of mobile telecommunications technologies.

Prior to January 7, 2009, we offered mobile telecommunications services using the GSM standard, which is a pan-European mobile telecommunications system based on digital transmission and mobile telecommunications network architecture with roaming capabilities. Each of our GSM networks consists of base stations, base station controllers, mobile switching centers, transmission lines and software applications.

Starting from January 7, 2009, in addition to offering mobile telecommunications services using the GSM standard, or the 2G standard, we also offer mobile telecommunications services using the TD-SCDMA standard, or the 3G standard. The key network components for our 3G business include Node Bs, which contain radio transmitters and receivers that communicate directly with mobile terminals, and radio network controllers, which carry out radio resources management and are responsible for controlling the Node Bs that are connected to them.

In addition, we provide our customers with access to broadband Internet connection through WLAN, which connects computers using wireless communication technology. Our customers may use mobile terminals such as handsets, notebooks and personal digital assistants to gain wireless access to the Internet or corporate intranet.

In January 2012, the TD-LTE Advanced technology, as a successor technology to the TD-LTE technology, was recognized as one of the international standards for 4G technology by the International Telecommunication Union. In addition, we obtained LTE TDD spectrum bands in Hong Kong through a public auction in February 2012, which will be used in the construction of a TD-LTE network in Hong Kong. Together with the LTE FDD band we had previously obtained, we will be able to provide commercial services and commence the integration of our TD-LTE and LTE FDD networks in Hong Kong in 2012.

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Network Capacity Expansion and Optimization Plans. Our customers currently use our 2G services, our 3G services, our WLAN services, or all of them. We intend to continue our network expansion and optimization with an emphasis on improving network utilization and operating efficiency, facilitating a smooth transition between, and integration of, our 2G and 3G services, and expanding the coverage and capacity of our integrated network. Our network expansion and optimization plans depend to a large extent upon the availability of sufficient spectrum.

Spectrum. A mobile telecommunications network's capacity is to a certain extent limited by the amount of frequency spectrum available. For our GSM network, the MIIT has allocated a total of 45 MHz of spectrum to be used for transmission and reception, respectively, to our parent company, CMCC. Of the 45 MHz of spectrum allocated to us, 40 MHz of spectrum in the 900 MHz and 1800 MHz frequency bands is used nationwide, and 5 MHz of spectrum in the 1800 MHz frequency band, is used in the cities of Beijing, Shanghai and Chengdu and Guangdong Province. In connection with our 3G business, the MIIT has allocated to CMCC a total of 35 MHz of spectrum to be used for nationwide coverage, and an additional 50 MHz of spectrum to be used for indoor coverage.

Transmission Infrastructure. The physical infrastructure linking our network components and interconnecting our networks to other networks consists of transmissions lines, which provide the backbone infrastructure through which voice and data traffic is carried.

Leased Lines. Transmission lines constructed by us reached a sizeable scale through the continuous optimization of our network structure in recent years. In addition to our own transmission lines, we also lease intra-provincial and local transmission lines from other operators and pay them fees based on tariff schedules stipulated by the relevant regulatory authorities after adjusting for the discounts that we have negotiated. For the inter-provincial transmission lines we leased through CMCC from other providers, CMCC collects leasing fees from us and pays fees to the relevant transmission line providers.

Network Operations and Maintenance. We believe that we have considerable network operation and maintenance experience and technical expertise. Day-to-day traffic management, troubleshooting, system maintenance and network optimization are conducted by our experienced team of engineers and technicians. Technical staffs are available for emergency repair work 24 hours a day and we employ specialist teams for central maintenance of the networks. Most technical difficulties relating to the networks are resolved by our staff and the maintenance service providers with which we have business relationships, while our equipment suppliers also provide back-up maintenance and technical support.

Base Stations. In urban areas, our base stations are located mostly on existing structures, typically at the top of tall buildings. In rural areas, masts are often constructed for locating base stations. Typically, base stations are of limited size, as base station equipment does not generally require significant space. As of the end of 2011, the number of our 2G base stations exceeded 700,000, compared to 554,000 in 2010. We anticipate that we will need a significant number of new base stations in connection with the expansion of our mobile telecommunications networks. We cannot assure you that we will be able to obtain the requisite number of base station sites on reasonable commercial terms.

In connection with the 3G wireless network capacity that we lease from CMCC, the number of CMCC's 3G base stations in operation reached approximately 220,000 as of the end of 2011, compared to 135,000 as of the end of 2010.

Equipment Suppliers. We select our principal suppliers from leading international and domestic manufacturers of mobile telecommunications equipment and in accordance with technical standards set by the MIIT. In 2011, we purchased our networks equipment primarily from Huawei Technologies, Ericsson, Nokia Siemens, ZTE and Alcatel-Lucent.

Strategic Cooperation with Vodafone

We entered into a strategic cooperation framework agreement, on a non-exclusive basis and non-binding basis, with Vodafone Group Plc, or Vodafone, in February 2011, which provides for a number of cooperation arrangements between us and Vodafone, including:

the exchange and sharing of corporate management, technical and operational expertise;

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cooperation in certain areas, including enhanced roaming services, multinational customers, co-marketing, next-generation technology, green technology, network roadmap management and joint innovation and research and development;

the introduction of global products and services for the mobile community; and

the development and implementation of standards and protocols relevant to mobile telecommunications.

Strategic Alliance Agreement with PhoenixTV and Memorandum of Understanding with News Corporation and STAR Group Limited

On June 8, 2006, we entered into a strategic alliance agreement with Phoenix Satellite Television Holdings Limited, or PhoenixTV, a leading satellite television operator broadcasting into Mainland China, pursuant to which we and PhoenixTV will cooperate in, among other areas, the joint development, marketing and delivery of innovative wireless content, products, services and applications. We currently have a number of cooperation initiatives underway with PhoenixTV.

In addition, we entered into a memorandum of understanding with News Corporation and STAR Group Limited on June 8, 2006 relating to a potential long-term wireless media strategic partnership as well as the exploring of various areas of cooperation, which may include the aggregation, development and marketing of multimedia content and other wireless data services, by combining the strength and experience of one of the largest media companies in the world and one of the largest mobile telecommunications companies in the world. We are currently working with News Corporation and STAR Group Limited on a number of cooperation initiatives.

Proposed Investment in, and Strategic Cooperation with, Far EasTone

On April 29, 2009, we entered into a share subscription agreement with Far EasTone Telecommunications Co., Ltd., or Far EasTone, one of the major mobile telecommunications operators in Taiwan, pursuant to which we would acquire 12% of the enlarged issued share capital of Far EasTone for an aggregate amount of approximately 17,773.6 million New Taiwan dollars (approximately RMB3,695.6 million or US\$587.2 million, based on the respective exchange rate of 4.8094 New Taiwan dollars = RMB1.00 or 30.2700 New Taiwan dollars = US\$1.00 as of December 30, 2011), subject to certain adjustments. Completion of the share subscription is subject to certain conditions, including the obtaining of all necessary regulatory approvals.

Concurrent with the share subscription agreement, we also entered into a strategic cooperation agreement with Far EasTone, which would become effective upon the completion of the share subscription. Pursuant to the strategic cooperation agreement, we and Far EasTone would pursue long-term broad-based cooperation for the purpose of our mutual strategic development in a number of areas, including joint purchases, roaming and data businesses and network and technology advancement. We believe our strategic cooperation with Far EasTone would facilitate the expansion of our business in Mainland China, Hong Kong and Taiwan and help us expand the range of our services to individuals that travel between, and businesses that operate in, Mainland China and Taiwan. The strategic cooperation would also enable us to accumulate advanced technological and operational expertise in areas such as 3G and next generation technology.

Investment in, and Strategic Cooperation with, SPD Bank

In October 2010, Guangdong Mobile, our wholly-owned subsidiary, completed its acquisition of 20% of the enlarged issued share capital of SPD Bank for an aggregate amount of approximately RMB39.5 billion (approximately US\$6.0 billion). SPD Bank is a joint-stock commercial bank incorporated in the PRC, with its shares listed on the Shanghai Stock Exchange.

In connection with the acquisition, we and SPD Bank also entered into a strategic cooperation agreement in November 2010, pursuant to which we and SPD Bank will cooperate in the areas of mobile finance and mobile e-Commerce businesses in Mainland China, such as mobile payment, including on-site payment and remote payment, as well as in the sharing of customers services and channels resources. The term of cooperation is five years, which will be automatically renewed for successive one-year terms unless terminated. The scope of cooperation will include, but will not be limited to, the joint development of mobile payments business, mobile bank cards business and other forms of mobile finance and mobile e-Commerce businesses, the joint research and development of mobile finance software and mobile security technologies. The parties agree to jointly explore cooperation in mobile fund transfer business. The parties also agree to promote their cooperation in the areas of basic banking services and basic telecommunications services, and leverage on their respective competitive advantages to bring synergies in terms of branding, customers, channels and network platform resources into full play.

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Competition

We compete with other telecommunications services providers. We are one of the three licensed mobile telecommunications services providers in Mainland China. The PRC government encourages orderly and fair competition in the telecommunications industry in Mainland China. In particular, the PRC government has extended favorable regulatory policies to some of our competitors in order to help them become more viable competitors to us. We may also face intense competition from existing operators from time to time. Our competitors launch, from time to time, promotional offers, such as handset subsidies and tariff packages, to attract customers.

In May 2008, the MIIT, the NDRC and the MOF jointly announced a policy initiative to further reform the PRC telecommunications industry by encouraging the formation of three telecommunications services providers of comparable scale and standing, each with nationwide network resources, full-service capabilities and competitive strength, by way of a series of restructuring transactions. See [Item 4. Information on the Company](#) [The History and Development of the Company](#) [Industry Restructuring and Changes in Our Shareholding Structure](#).

After completion of the industry restructuring in January 2009, China Telecom and China Unicom, each of which is now operating a mobile telecommunications network, have been benefiting from, among other things, broader customer bases, more extensive networks, greater financial and other resources and more comprehensive technological capabilities, as compared to their customer bases, networks, resources and technological capabilities prior to the industry restructuring. These factors have intensified, and could further intensify, competition. Our market share was approximately 66.5% as of December 31, 2011. In addition, pursuant to the policy initiative announced in May 2008, China Telecom and China Unicom have each become full-service telecommunications services providers that operate both fixed-line telecommunications networks and mobile telecommunications networks. We cannot predict at this point in time the precise impact that the formation of full-service telecommunications services providers may have on our business and prospects. Our competitors may also benefit from any asymmetrical regulatory measures that may be adopted by the PRC government from time to time. See [Risk Factors](#) [Risks Relating to Our Business](#) [Competition from other telecommunications services providers and competitors in other related industries may further increase, which may reduce our market share and decrease our profit margin, and we cannot assure you that any potential change in the competitive landscape of the telecommunications industry in Mainland China would not have a material adverse effect on our business, financial condition and results of operations](#) and [Risk Factors](#) [Risks Relating to the Telecommunications Industry in Mainland China](#) [Current or future asymmetrical and other regulatory measures adopted by the PRC regulatory authorities could materially harm our competitive position](#).

Nonetheless, given the customer growth potential in the small and medium-sized cities and rural areas in Mainland China, we believe there is growth potential for our mobile telecommunications business. In particular, we believe that the industry restructuring in 2009 will help optimize the allocation of telecommunications resources and help create a fair, orderly, transparent and healthy telecommunications market. Despite existing and future competition, we believe the following factors have contributed to our customer quality compared to that of our existing competitors and we seek to continue developing our competitive advantages on the basis of these factors:

our economies of scale;

our high-quality mobile telecommunications networks;

our advanced and flexible support systems;

our widely-recognized brand name and logo that are closely identified with us by consumers;

our broad distribution networks and our focus on customer services;

our extensive range of data business;

our experienced management team and seasoned employees;

our strong capabilities of execution and innovation; and

our financial resources.

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Regulation

The mobile telecommunications industry in Mainland China is highly regulated. Regulations issued or implemented by the State Council, the MIIT and other relevant government authorities including the NDRC and the Ministry of Commerce, encompass all key aspects of mobile telecommunications network operations, including entry into the telecommunications industry, scope of permissible business, interconnection and transmission line arrangements, technology and equipment standards, tariff standards, capital investment priorities, foreign investment policies and spectrum and numbering resources allocation.

The MIIT, under the supervision of the State Council, is responsible for formulating policies and regulations for the telecommunications industry, granting telecommunications licenses, allocating frequency spectrum and numbers, formulating interconnection and settlement arrangements between telecommunications operators, and enforcing industry regulations.

In order to provide a uniform regulatory framework to encourage the orderly development of the telecommunications industry, the MIIT, under the direction of the State Council, has been preparing a draft telecommunications law. We expect that, if and when the telecommunications law is adopted by the National People's Congress, it will become the basic telecommunications statute and the legal source of telecommunications regulations in Mainland China. In addition, the State Council promulgated a set of telecommunications regulations on September 25, 2000. These regulations apply in the interim period prior to the adoption of the telecommunications law. Although we expect that the telecommunications law will have a positive effect on the overall development of the telecommunications industry in Mainland China, we cannot predict what the ultimate nature and scope of the telecommunications law will be.

Entry into the Industry. Under the current regulations, operators of mobile telecommunications networks, providers of other basic telecommunications services such as local and long distance fixed-line telephone services, and data service providers whose telecommunications services cover two or more provinces, directly-administered municipalities or autonomous regions in Mainland China must apply for specific permits from the MIIT in order to provide such services. Granting of permits for providing basic telecommunications services will be through a tendering process. In addition to us, China Telecom and China Unicom are currently also authorized to provide mobile telecommunications services in all provinces, directly-administered municipalities and autonomous regions in China.

Pursuant to China's commitments under the WTO and the Provisions on the Administration of Foreign-Funded Telecommunications Enterprises, which became effective on January 1, 2002, foreign investors may invest in joint ventures that provide telecommunications services in Mainland China. However, these investments will presumably bear no direct relation to the issuance of licenses to providers of telecommunications services in Mainland China, as the issuance of new licenses by the relevant authority is governed by a separate set of rules and regulations. Pursuant to the Provisions on the Administration of Foreign-Funded Telecommunications Enterprises, as amended in September 2008, foreign ownership in a telecommunications enterprise may be gradually increased to 49% if such enterprise provides basic telecommunications services and 50% if such enterprise provides value-added telecommunications services (including radio paging services).

The MIIT has promulgated the Administrative Measures for the Licensing of Telecommunication Business Operations, which became effective on April 10, 2009. Those regulations apply to the application for, and examination and approval of, telecommunications business licenses in the PRC.

Spectrum Usage. In coordination with the relevant provincial authorities, the MIIT regulates the allocation of radio frequency. The frequency assigned to an entity is not allowed to be leased or, without approval of the MIIT, transferred by the entity to any other third party. In accordance with a joint circular from the NDRC and the MOF, CMCC has entered into an agreement with us that specifies the amount of fees to be paid to the MIIT for spectrum usage by each mobile telecommunications network operator based on the bandwidth of the frequency used and the number of base stations within the relevant operator's networks.

Spectrum usage fees for GSM networks are currently charged at the annual rate of RMB17 million per MHz for the 900 MHz frequency band and RMB15 million per MHz for the 1800 MHz frequency band. Spectrum usage fees are charged on the basis that upward and downward frequencies are separately charged. The relevant regulatory authorities in China may review these fee arrangements in the future.

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Numbering Resources. The MIIT is responsible for the administration of the telecommunications numbering resources within Mainland China, including the telecommunications network numbers and customer numbers. The use of numbering resources by any telecommunications operator is subject to the approval by the MIIT. In January 2003, the former Ministry of Information Industry, or the MII, issued the Measures on Administration of Telecommunications Network Numbering Resources, pursuant to which a user of numbering resources is required to pay a usage fee to the state. In December 2004, the MII, the MOF and the NDRC jointly issued the Provisional Administrative Measures with respect to the Collection of the Usage Fee of Telecommunications Network Numbering Resources, under which telecommunications companies are required to pay a usage fee to the PRC government by the 10th day of the first month of each quarter. Moreover, under these provisional measures, mobile telecommunications companies are required to pay an annual usage fee of RMB12 million for each network number.

Tariff Setting. Our tariffs are subject to regulation by various government authorities, including the MIIT, the NDRC and the relevant price regulatory authorities in Mainland China. Under the current telecommunications regulations, telecommunications tariffs are categorized into market based tariffs, government guidance tariffs and government standard tariffs. As a general matter, the actual price range in each service area is proposed by a network operator in that service area, and must be approved by the relevant price regulatory authorities in that service area. In addition, local usage charges, monthly fees, maximum domestic roaming usage charges and maximum domestic long distance tariffs (other than tariffs for IP phone calls) are also determined generally by the MIIT in consultation with the NDRC. In August 2005, the MII amended its tariff regulations relating to certain telecommunications services, which gave network operators more flexibility in setting, among other things, their domestic and international long distance tariffs and domestic roaming usage charges, provided that these tariffs and charges do not exceed the respective maximum tariffs it determined in consultation with the NDRC and that the tariff plans are filed with the MII (and, currently, with the MIIT) and the NDRC or, in some cases, the relevant price regulatory authorities at the provincial level.

The MIIT has continued encouraging mobile telecommunications operators in Mainland China to implement the caller-party-pays regime, and mobile telecommunications operators, including us, have been implementing the caller-party-pays regime. In particular, all of the new calling plan packages that we have been offering in Mainland China since the beginning of 2007 are based on tariffs substantially equivalent to the caller-party-pays regime.

In March 2008, the MII reduced the maximum domestic roaming usage charges that a mobile telecommunications services provider may charge on roaming services. In December 2009, the PRC regulators further promulgated policies to eliminate domestic roaming usage charges on outgoing international long distance calls when domestic roaming services are used, as well as eliminate local usage charges on outgoing domestic and international long distance calls when roaming services are not used.

Our international roaming usage charges are set in accordance with agreements with the relevant foreign mobile operators. Under the current telecommunications regulations, tariffs for those telecommunications businesses that are considered fully competitive may be set by the service providers as market based tariffs.

Interconnection Arrangements and Lease Line Arrangements. Under the current telecommunications regulations, parties seeking interconnection must enter into an interconnection agreement and file such agreement with the MIIT. In addition, major telecommunications services providers that have control over essential telecommunications infrastructure and possess significant market share must allow interconnection to their networks by other operators. These telecommunications services providers must also establish interconnection rules and procedures based on the principles of non-discrimination and transparency and submit such rules and procedures to the MIIT for approval. The termination of any interconnection arrangements will require prior approval by the MIIT.

The applicable regulations provide that interconnection related equipment must conform to the technical standards approved by the MIIT. See Technical Standards below. The MIIT also determines the standard lease tariffs to be paid by telecommunications operators with respect to the leasing of transmission lines that facilitate interconnection between telecommunications networks.

Technical Standards. Certain regulatory authorities in Mainland China, including the MIIT, set technical standards and control the type and quality of mobile telecommunications equipment used in or connected to public networks, all radio telecommunications equipment and all interconnection related equipment.

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The establishment of base stations requires the approval of the relevant provincial regulatory authorities. We have not experienced and do not expect to experience material difficulty in obtaining permission to establish additional sites.

Capital Investment. We may be required to obtain approvals from relevant regulatory authorities in Mainland China with respect to some of our investment projects.

Sharing of Telecommunications Infrastructure. In September 2008, the MIIT and the SASAC jointly issued a Notice on Promoting Joint Construction and Sharing of Telecommunications Infrastructure, which stipulates that the telecommunications operators in Mainland China must share existing transmission towers and masts and jointly construct future transmission towers and masts. The joint notice also requires the telecommunications operators to share and jointly construct base station facilities and transmission lines to the extent feasible, and prohibits exclusive arrangements in the leasing of third-party sites and premises. CMCC, China Unicom and China Telecom have subsequently entered into an agreement to set out the framework under which they will jointly construct and share relevant telecommunications infrastructure.

Convergence of Telecom, Broadcasting and Internet Businesses. In January 2010, the PRC government announced a policy decision, or the Three-Network-Convergence Policy, to accelerate the advancement of the convergence of television and radio broadcasting, telecommunications and Internet access businesses in order to realize interconnection and resource sharing between the three networks and further develop the provision of voice, data, television and other services. Specifically, the Three-Network Convergence Policy will be initially carried out on a trial basis in selective geographic locations between 2010 and 2012 and further implemented on a larger scale in 2013 through 2015. The PRC government may amend the relevant regulations or promulgate new regulations in order to implement the Three-Network Convergence Policy. The new policy decision is expected to enhance the development of information industries, satisfy consumers' diverse demands, promote domestic consumption and form new areas for economic growth.

Employees

As of December 31, 2009, 2010 and 2011, we had 145,954, 164,336 and 175,336 employees, respectively. Substantially all of our employees are located in Mainland China. The employees as of December 31, 2011 were classified in the following table. Approximately 65.5% of our permanent employees have college or graduate degrees. Set forth below is a breakdown of our employees by functions as of December 31, 2011.

Management	23,303
Technical	46,964
Marketing	69,451
General affairs	29,333
Others	6,285
Total	175,336

We provide benefits to certain employees, including housing, retirement benefits and hospital, maternity, disability and dependent medical care benefits. Most of our employees are members of a labor association. We have not experienced any strikes, slowdowns or labor disputes that have interfered with our operations to date, and we believe that our relations with our employees are good.

The number of workers sourced by third parties that provided services to us reached 323,506 as of December 31, 2011.

Properties, Plants and Equipment

We own, lease or have usage rights in various properties which consist of land and buildings for offices, administrative centers, staff quarters, retail outlets and technical facilities. We believe that all of our owned and leased properties are well maintained and are suitable and adequate for their present use.

Item 4A. Unresolved Staff Comments.

None.

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You should read the following discussion and analysis in conjunction with our consolidated financial statements, together with the related notes, included elsewhere in this annual report on Form 20-F.

Overview of Our Operations

The following table sets forth selected information about our operations for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
Total Voice Usage (in billions of minutes)	2,918.7	3,461.6	3,887.2
Total Operating Revenue (in RMB millions)	452,103	485,231	527,999
Total Operating Expenses (in RMB millions)	305,095	334,477	376,700
Profit Attributable to Equity Shareholders (in RMB millions)	115,166	119,640	125,870

In 2009, 2010 and 2011, our customer base and voice usage volume continued to experience considerable growth. Our total net increase in number of customers was approximately 65.6 million during 2011 and our total customer base reached approximately 649.6 million as of December 31, 2011. Our total voice usage increased by 18.6% from 2009 to 2010, and by 12.3% in 2011. As a result, our total operating revenue increased by 7.3% from 2009 to 2010, and by 8.8% in 2011. Our data business continued to grow, and our data services revenue accounted for 24.9% and 26.4% of our total operating revenue in 2010 and 2011, respectively. Our total operating expenses increased by 9.6% from 2009 to 2010, and by 12.6% in 2011. Our profit attributable to equity shareholders increased by 3.9% from 2009 to 2010, and by 5.2% in 2011.

The PRC economy continued to grow in terms of GDP by 9.2% in 2011, which provided a favorable environment for our continued business development. However, following the restructuring of the telecommunications industry and the issuance of the 3G licenses, market competition in the telecommunications industry in Mainland China has intensified. As the mobile penetration rate in Mainland China reached 73.6% as of December 31, 2011, the mobile telecommunications markets in some economically developed regions of Mainland China also began to show signs of saturation. We intend to continue to cope with market and industry challenges that may arise from time to time by leveraging our customer base, network quality, brand name and execution capabilities. Moreover, although the overall mobile penetration rate in Mainland China is increasing, the mobile penetration rate in rural areas remains relatively low. We believe that there remains potential for continued growth in our customer base and our business.

We have been a mobile telecommunications services provider in China since our inception in 1997. We acquired all of the issued and outstanding shares of Hong Kong Mobile in 2006, which enabled us to expand into the Hong Kong mobile telecommunications market. See [Item 4. Information on the Company – The History and Development of the Company – Expansion Through Acquisitions](#).

We operate in an extensively regulated environment and our operations and financial performance are significantly affected by the PRC government's regulation of the telecommunications industry. These regulations and policies may affect, among other things, our tariffs, technology and equipment standards and capital investment, as described in more detail under [Item 4. Information on the Company – Business Overview – Regulation](#). In addition, we believe that the industry restructuring that took place in 2008 has had, and will continue to have, a significant impact on the competitive landscape of the telecommunications industry in Mainland China, and competition from other telecommunications services providers may intensify. See [Risk Factors – Risks Relating to Our Business – Competition from other telecommunications services providers and competitors in other related industries may further increase, which may reduce our market share and decrease our profit margin, and we cannot assure you that any potential change in the competitive landscape of the telecommunications industry in Mainland China would not have a material adverse effect on our business, financial condition and results of operations](#) and [Risk Factors – Risks Relating to the Telecommunications Industry in Mainland China – Current or future asymmetrical and other regulatory measures adopted by the PRC regulatory authorities could materially harm our competitive position](#). Our financial performance is also subject to the economic and social conditions in Mainland China. See [Risk Factors – Risks Relating to Mainland China – An economic slowdown in Mainland China may reduce the demand for our services and have a material adverse effect on our financial condition, results of operations and business prospects](#).

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Our Operating Arrangements with CMCC Have Affected and May Continue to Affect Our Financial Results

We have entered into agreements with CMCC with respect to, among other things, inter-provincial and international transmission lines leasing. Pursuant to these agreements, for the inter-provincial transmission lines we leased from other providers through CMCC, CMCC maintains its existing inter-provincial transmission line leasing arrangements with the relevant transmission line providers, and collects leasing fees from us and pays fees to the relevant transmission line providers.

We have an arrangement with CMCC under which CMCC maintains the existing settlement arrangements with respect to international interconnection and roaming with the relevant telecommunications services providers in foreign countries and regions, and collects the relevant usage fees and other fees from us and pays the same to the relevant mobile telecommunications services providers in foreign countries and regions. In 2011, CMCC is in the process of transferring its settlement arrangements with certain telecommunications services providers in foreign countries and regions to China Mobile International, our wholly-owned subsidiary. As a result, our arrangement with CMCC with respect to international interconnection and roaming with certain telecommunications service providers will be gradually phased out.

We have also entered into a telecommunications services cooperation agreement with CMCC, pursuant to which we and CMCC provide customer development services to each other by utilizing our respective sales channels and resources, and cooperate in the provision of basic telecommunications services and value-added telecommunications services to customers of each other.

In addition, we have entered into a network capacity leasing agreement with CMCC, pursuant to which we and our operating subsidiaries lease TD-SCDMA network capacity from CMCC and pay leasing fees to CMCC. We have also entered into a network assets leasing agreement with CMCC, pursuant to which we and CMCC will lease our respective telecommunications network operation assets to each other for a leasing fee.

Tariff Adjustments

The tariffs charged by PRC telecommunications operators are subject to adjustment by the PRC government. Recent adjustments include, among other things, the shortening of the billing unit for long distance charges (other than for Internet Protocol based long distance call services), the general reduction in domestic and international long distance call rates, the elimination of various surcharges and connection fees charged to new customers, a general reduction in leased line tariffs and the elimination of certain domestic roaming charges and local usage charges on long distance calls. See Item 4. Information on the Company Business Overview Regulation Tariff Setting. Moreover, we are allowed to offer our customers a variety of tariff packages which have different monthly charges, levels of basic usage and charges for usage exceeding the covered basic usage, voice value-added services, data services and other features. See Item 4. Information on the Company Business Overview Tariffs.

Our average revenue per minute has generally decreased in recent years as tariffs have generally decreased. However, the growth in voice usage volume that has resulted from the general decline in tariffs has helped partially offset the adverse effect of tariff decreases on our revenue.

Our ARPU Has Declined and May Further Decline in the Future

Our ARPU decreased from RMB73 in 2010 to RMB71 in 2011, primarily due to the fact that a significant number of our new customers are users with relatively low usage of mobile telecommunications services. This decline was also due to the gradual implementation of the tariff adjustments that generally resulted in declines in tariffs. As we continue to expand our customer base, and with the continued implementation of the tariff adjustments, we expect that our ARPU will further decline.

Critical Accounting Policies and Estimates

The following discussion and analysis is based on our consolidated financial statements, which have been prepared in accordance with IFRS for the years ended December 31, 2009, 2010 and 2011. The preparation of financial statements 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 dates of the financial statements and revenues and expenses during the years reported. Estimates are also used when accounting for certain items such as revenue recognition, provision for customer point reward program, allowance for doubtful accounts, depreciation, amortization of other intangible assets, impairment of property, plant and equipment, goodwill and other intangible assets arising from acquisitions. Actual results may differ from those estimates under different assumptions or conditions.

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We believe that the following critical accounting estimates and related assumptions and uncertainties inherent in our accounting policies have a more significant impact on our consolidated financial statements, either because of the significance of the financial statement elements to which they relate or because they require judgment and estimation.

Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. If it is probable that the economic benefits will flow to us and the revenue and costs, if applicable, can be measured reliably, revenue is recognized in our profit or loss as follows:

- (i) revenue derived from voice and data services are recognized as revenue when the service is rendered;
- (ii) revenue from prepaid services is recognized as revenue when the mobile telecommunications services are delivered based upon actual usage by customers;
- (iii) sales of SIM cards and terminals are recognized on delivery of goods to the customers and such amount, net of cost of goods sold, is included in other net income due to its insignificance;
- (iv) interest income is recognized as it accrues using the effective interest method; and
- (v) revenue from fixed price contracts is recognized using the percentage of completion method.

Provision for Customer Point Reward Program

We invite our customers to participate in a customer point reward program, or the Reward Program, which provides customers the option of electing to receive free telecommunications services or other non-cash gifts. The level of bonus points earned under the Reward Program varies depending on the customers' service consumption, loyalty and payment history.

Starting from January 1, 2009, as a result of the adoption of IFRIC Interpretation 13, we accounted for the reward points as a separately identifiable component of the sales transactions in which the points are granted. We allocate the consideration received with respect to a sales transaction to reward points by reference to the estimated fair value of the points and defer the revenue recognition until such reward points are redeemed by the customer or the points expire.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts based upon evaluation of the recoverability of the accounts receivable and other receivables at each balance sheet date. We base our estimates on the aging of our accounts receivable and other receivable balances and our historical write-off experience, net of recoveries. If the financial condition of our customers were to deteriorate, additional allowances may be required.

Depreciation

Depreciation is based on the estimated useful lives of items of property, plant and equipment, less their estimated residual value, if any, to write off the cost of these items using the straight-line method over their estimated useful lives. We review the estimated useful lives and residual values of our assets annually. We determine the useful life and residual values of our assets based on our historical experience with similar assets, expected usage of the assets and anticipated technological changes with respect to those assets. Estimates and assumptions used in setting depreciable lives require both judgment and estimation. Our policies regarding accounting for these assets are set forth in note 1(h) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Amortization of Other Intangible Assets

Amortization of other intangible assets is calculated to write off the cost of items of other intangible assets using the straight-line method over their estimated useful lives unless such lives are indefinite. We review the estimated useful lives of other intangible assets annually in order to determine the amount of amortization expense to be recorded during any reporting period. The useful lives are based on the estimated period over which future economic benefits will be received by us and taking into account any unexpected adverse changes in circumstances or events. The amortization expense for future periods is adjusted if there are significant changes from previous estimates. Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the level of the cash-generating unit. Such intangible assets are not

amortized. Our policies regarding accounting for these assets are set forth in note 1(f) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Table of Contents***Impairment of Property, Plant and Equipment, Goodwill and Other Intangible Assets***

Our property, plant and equipment, consisting primarily of telecommunications transceivers, switching centers, transmission and other network equipment, comprise a significant portion of our total assets. Changes in technology or industry conditions may cause the estimated period of use or the value of these assets to change. Property, plant and equipment and other intangible assets subject to amortization, are reviewed at least annually to determine whether there is any indication of impairment. The recoverable amount is estimated whenever events or changes in circumstances have indicated that their carrying amounts may not be recoverable. In addition, for goodwill and other intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

The recoverable amount of an asset is the greater of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgment relating to level of revenue and amount of operating costs. We use all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charges or reversal of impairment in future periods. No impairment of property, plant and equipment, goodwill and other intangible assets was recorded in 2009, 2010 or 2011.

Estimates and assumptions used in testing for recoverability require both judgment and estimation. Our policies regarding accounting for these assets and assessing their recoverability are set forth in note 1(j) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Results of Operations

The following table sets forth selected consolidated statements of comprehensive income data for the years indicated:

	Year Ended December 31,		
	2009	2010	2011
	(in millions of RMB)		
Operating revenue ⁽¹⁾ :			
Voice services	327,283	343,985	364,189
Data services	106,105	120,768	139,330
Others	18,715	20,478	24,480
Total operating revenue	452,103	485,231	527,999
Operating expenses:			
Leased lines	3,006	3,897	5,188
Interconnection	21,847	21,886	23,533
Depreciation	80,179	86,230	97,113
Personnel	21,480	24,524	28,672
Selling expenses	80,043	90,590	96,830
Other operating expenses	98,540	107,350	125,364
Total operating expenses	305,095	334,477	376,700
Profit from operations	147,008	150,754	151,299
Other net income	1,780	2,336	2,559
Non-operating net income	359	685	571
Interest income	5,940	5,658	8,413
Finance costs	(1,243)	(902)	(565)
Share of profit of associates		558	4,306
Share of loss of jointly controlled entity	(8)	(18)	(1)
Profit before taxation	153,836	159,071	166,582

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Taxation	(38,413)	(39,047)	(40,603)
Profit for the year	115,423	120,024	125,979
Attributable to:			
Equity shareholders	115,166	119,640	125,870
Non-controlling interests	257	384	109
Profit for the year	115,423	120,024	125,979

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- (1) We re-categorized the presentation of our operating revenue components in 2011, and as a result also re-categorized the historical presentation of our operating revenue components for 2009 and 2010. We categorized our operating revenue components to reflect the continuous development of our business and the way in which we drive economic benefits from different types of telecommunications services.

Under the new categorization, our operating revenue components are voice services revenue, data services revenue and other operating revenue. Voice services revenue includes revenue derived from voice usage services (including usage fees and monthly fee) and revenue derived from voice value-added services. Data services revenue includes revenue derived from SMS and MMS, wireless data traffic, and applications and information services. Other operating revenue mainly includes interconnection revenue. Revenue derived from voice value-added services and certain voice-related services that had been included in value-added services revenue in our consolidated financial statements under the prior years' presentation was re-categorized as voice services revenue. In addition, revenue derived from certain voice-related services that had been included in other operating revenue in our consolidated financial statements under the prior years' presentation was also re-categorized as voice services revenue. Such re-categorization had no effect on our reported profit or loss, total income and expense or net assets for any of the periods presented.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Operating Revenue. Our operating revenue mainly consists of voice services revenue and data services revenue. Voice services revenue mainly includes standard local usage fees for airtime and applicable domestic and international long distance charges receivable from customers for the use of our mobile telecommunications networks and facilities, fees in respect of roaming out calls made by our customers outside their registered service areas and fees charged for voice value-added services. Data services revenue is mainly derived from SMS and MMS, wireless data traffic and applications and information services. Other operating revenue mainly represents interconnection revenue. See note 1 to the table above.

Operating revenue increased by 8.8% from RMB485,231 million in 2010 to RMB527,999 million (US\$83,891 million) in 2011. This increase was primarily due to the continued expansion in our customer base, rapid growth of data business and the continued growth in voice usage volume. Our total number of customers was approximately 649.6 million as of December 31, 2011, compared to approximately 584.0 million as of December 31, 2010.

Voice services revenue increased by 5.9% from RMB343,985 million in 2010 to RMB364,189 million (US\$57,864 million) in 2011. This increase principally resulted from the further increase in our voice usage and the continued expansion in our customer base during 2011. Although our average revenue per minute reflected a downward trend from RMB0.140 in 2010 to RMB0.136 in 2011, this decline was partially offset by higher growth in our voice usage in 2011. With intensified market competition and with further declines in tariffs, our average revenue per minute may continue to decline in future periods. However, we expect our voice usage to grow as tariffs decline, which we expect to help partially offset the impact of these developments on our operating revenue. As a percentage of operating revenue, voice services revenue decreased from 70.9% in 2010 to 69.0% in 2011.

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Set forth below is a table summarizing certain results of our data business for the periods indicated.

	Year Ended December 31,	
	2010	2011
	(Revenue, in millions of RMB)	
SMS and MMS	46,889	46,462
Wireless data traffic	30,644	44,428
Applications and information services	43,235	48,440
Data services revenue	120,768	139,330
Data services revenue as a percentage of operating revenue	24.9%	26.4%

Data services revenue increased by 15.4% from RMB120,768 million in 2010 to RMB139,330 million (US\$22,137 million) in 2011. This increase was mainly due to our continued efforts in product innovation and business development. Our data business include SMS and MMS, wireless data traffic and applications and information services. Revenue generated from SMS and MMS decreased by 0.9% to RMB46,462 million in 2011 from RMB46,889 million in 2010 as SMS and MMS tariffs continue to decline and as competition from Internet instant messaging applications continued to intensify. Revenue generated from wireless data traffic grew substantially by 45.0% to RMB44,428 million in 2011, as compared to RMB30,644 million in 2010. The rapid growth of our applications and information services, in particular Wireless Music, Mobile Reading, Mobile Video and Mobile Mailbox, was an important driver for our data business. In particular, revenue generated from applications and information services grew by 12.0% to RMB48,440 million in 2011, as compared to RMB43,235 million in 2010. As a percentage of operating revenue, data services revenue increased from 24.9% in 2010 to 26.4% in 2011. We expect our data business, in particular wireless data traffic and applications and information services, to continue to grow.

Other operating revenue increased by 19.5% from RMB20,478 million in 2010 to RMB24,480 million (US\$3,889 million) in 2011. As a percentage of operating revenue, other operating revenue increased from 4.2% in 2010 to 4.6% in 2011 largely due to the increase in interconnection revenue as a result of increasing volume of incoming calls from other telecommunications operators.

Operating Expenses. Operating expenses include leased line expenses, interconnection expenses, depreciation expenses relating to our mobile telecommunications network and other property, plant and equipment, personnel expenses, selling expenses and other operating expenses. Other operating expenses primarily consist of network maintenance expenses, impairment loss for doubtful accounts, impairment loss of inventories, amortization of other intangible assets, operating lease charges, write-off of property, plant and equipment that have been demolished and disconnected from our existing network, labor service expenses, administration and other miscellaneous expenses.

Operating expenses increased by 12.6% from RMB334,477 million in 2010 to RMB376,700 million (US\$59,852 million) in 2011. This increase, notably in other operating expenses (particularly maintenance expenses and labor services expenses) and depreciation, was generally in line with the continued growth in our customer base and usage volume and our ongoing efforts to deliver better quality services and to cope with intensified competition.

Leased line expenses increased by 33.1% from RMB3,897 million in 2010 to RMB5,188 million (US\$824 million) in 2011. This increase reflected an increase in payment of RMB514 million to CMCC in connection with the lease of its TD-SCDMA wireless network capacity and the increase in leasing fees of Internet ports paid to other telecommunications operators as a result of the rapid development of our Internet related businesses. As a percentage of operating expenses, leased line expenses increased slightly from 1.2% in 2010 to 1.4% in 2011.

Interconnection expenses increased by 7.5% from RMB21,886 million in 2010 to RMB23,533 million (US\$3,739 million) in 2011, primarily due to an increase in interconnection voice usage volume. Our continuing marketing strategy to reorganize and re-route traffic volume has led to a lower proportion of inter-network traffic volume. Interconnection expenses as a percentage of operating expenses decreased from 6.5% in 2010 to 6.2% in 2011.

Depreciation expense increased by 12.6% from RMB86,230 million in 2010 to RMB97,113 million (US\$15,430 million) in 2011. This increase was mainly due to our continuous capital expenditures for the construction of our mobile telecommunications networks, support systems, transmission and structural facilities and the development of new businesses to better support the growth of customer base and voice usage and to meet an unprecedented increase in demand in wireless data traffic. As a percentage of operating expenses, depreciation expense remained stable at 25.8% in 2010 and 2011.

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Personnel expenses increased by 16.9% from RMB24,524 million in 2010 to RMB28,672 million (US\$4,556 million) in 2011. This increase was primarily due to an increase in headcount from 164,336 as of the end of 2010 to 175,336 as of the end of 2011 as we hired new staff members to cope with the demands of our business development, especially in connection with our effort to achieve enhanced operational efficiency by operating certain aspects of our businesses under specialized subsidiaries such as China Mobile International and China Mobile Terminal. As a percentage of operating expenses, personnel expenses increased from 7.3% in 2010 to 7.6% in 2011.

Selling expenses increased by 6.9% from RMB90,590 million in 2010 to RMB96,830 million (US\$15,385 million) in 2011. This increase was principally the result of an increase in expanding sales channels and improving customer service in response to intensified market competition. As a percentage of operating expenses, selling expenses decreased from 27.1% in 2010 to 25.7% in 2011.

Other operating expenses increased by 16.8% from RMB107,350 million in 2010 to RMB125,364 million (US\$19,918 million) in 2011. This increase was primarily due to an increase in maintenance expenses from RMB31,390 million in 2010 to RMB35,096 million in 2011, an increase in write-off of property, plant and equipment from RMB2,763 million in 2010 to RMB5,853 million in 2011, incurred principally as a result of retirement of obsolete or damaged network assets with a net book value of RMB5,853 million, and an increase in operating lease charges from RMB9,839 million in 2010 to RMB11,235 million in 2011, incurred principally as a result of our continued investments in our network equipment and facilities. This increase was also due to an increase in labor service expenses for services provided by third parties from RMB15,649 million in 2010 to RMB20,014 million in 2011, and an increase in the price of utilities, such as water, electricity and heating. Increase in other operating expenses were partially offset by a decrease in impairment loss of doubtful accounts from RMB4,019 million in 2010 to RMB3,548 million in 2011. As a percentage of operating expenses, other operating expenses increased from 32.1% in 2010 to 33.3% in 2011. For more information on our other operating expenses, see note 5 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Profit from Operations. As a result of the foregoing, profit from operations increased by 0.4% from RMB150,754 million in 2010 to RMB151,299 million (US\$24,039 million) in 2011, and operating margin (profit from operations as a percentage of operating revenue) decreased from 31.1% in 2010 to 28.7% in 2011.

Other Net Income. Other net income represents primarily net sales from SIM cards and terminals and revenue from construction contracts. These items are included in other net income due to their insignificance. Other net income increased by 9.5% from RMB2,336 million in 2010 to RMB2,559 million (US\$407 million) in 2011. This increase was principally due to an increase in revenue from construction contracts and an increase in net sales from sales of SIM cards and terminals.

Non-Operating Net Income. Non-operating net income decreased by 16.6% from RMB685 million in 2010 to RMB571 million (US\$91 million) in 2011. The higher non-operating net increase in 2010 was attributable to a write back of accounts payable while there was no such a write back in 2011. Non-operating net income is mainly comprised of penalty income and other miscellaneous non-operating income.

Interest Income. Interest income increased by 48.7% from RMB5,658 million in 2010 to RMB8,413 million (US\$1,337 million) in 2011, mainly due to the higher interest rate in 2011 and an increase in our bank deposits.

Finance Costs. Finance costs decreased by 37.4% from RMB902 million in 2010 to RMB565 million (US\$90 million) in 2011. This decrease was primarily due to the redemption of guaranteed bonds due in 2011 with an aggregate principal amount of RMB5,000 million and a lower interest rate in 2011 in respect of the deferred consideration payable in connection with the acquisition of our subsidiaries in 2002 and 2004 respectively. In 2011, the average interest rate that we paid on our outstanding borrowings was approximately 1.81%, compared to 2.68% in 2010.

Share of Profit of Associates. We had a share of profit of associates of RMB4,306 million (US\$684 million) in 2011, which was attributable to our shareholding of 20% of the enlarged issued share capital of SPD Bank, compared to a share of profit of associates of RMB558 million in 2010. Our share of profit of associates has been adjusted to reflect the amortization of the proportionate fair value of SPD Bank's identifiable net assets as of the date of our investment in excess of our cost of investment.

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Profit before Taxation. As a result of the foregoing, profit before tax increased by 4.7% from RMB159,071 million in 2010 to RMB166,582 million (US\$26,467 million) in 2011.

Taxation. Our income tax expense increased by 4.0% from RMB39,047 million in 2010 to RMB40,603 million (US\$6,451 million) in 2011. This increase was mainly due to an increase in our profit before taxation. Our effective tax rate was 24.5% in 2010 and 24.4% in 2011, respectively.

Profit Attributable to Equity Shareholders. As a result of the foregoing and after taking into account non-controlling interests, profit attributable to equity shareholders increased by 5.2% from RMB119,640 million in 2010 to RMB125,870 million (US\$19,999 million) in 2011. Net profit margin (profit attributable to equity shareholders as a percentage of operating revenue) decreased from 24.7% in 2010 to 23.8% in 2011.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Operating Revenue. Our operating revenue mainly consists of voice services revenue and data services revenue. Voice services revenue mainly includes standard local usage fees for airtime and applicable domestic and international long distance charges receivable from customers for the use of our mobile telecommunications networks and facilities, fees in respect of roaming out calls made by our customers outside their registered service areas and fees charged for voice value-added services. Data services revenue is mainly derived from SMS and MMS, wireless data traffic and applications and information services. Other operating revenue mainly represents interconnection revenue. See note 1 to the table above.

Operating revenue increased by 7.3% from RMB452,103 million in 2009 to RMB485,231 million in 2010. This increase was primarily due to the continued expansion in our customer base, the continued growth in voice usage volume and rapid growth of data businesses. Our total number of customers was approximately 584.0 million as of December 31, 2010, compared to approximately 522.3 million as of December 31, 2009.

Voice services revenue increased by 5.1% from RMB327,283 million in 2009 to RMB343,985 million in 2010. This increase principally resulted from the continued expansion in our customer base and the further increase in our voice usage volume during 2010. Although our average revenue per minute reflected a downward trend from RMB0.155 in 2009 to RMB0.140 in 2010, this decline was partially offset by higher growth in our voice usage volume in 2010. With the intensified market competition following the restructuring of the telecommunications industry and with further declines in tariffs, our average revenue per minute may continue to decline in future periods. However, we expect our voice usage volume to grow as the tariff declines, which we expect to help partially offset the impact of these developments on our operating revenue. As a percentage of operating revenue, voice services revenue decreased from 72.4% in 2009 to 70.9% in 2010.

Set forth below is a table summarizing certain results of our data business for the periods indicated.

	Year Ended December 31,	
	2009	2010
	(Revenue, in millions of RMB)	
SMS and MMS	47,671	46,889
Wireless data traffic	20,456	30,644
Applications and information services	37,978	43,235
Data services revenue	106,105	120,768
Data services revenue as a percentage of operating revenue	23.5%	24.9%

Data services revenue increased by 13.8% from RMB106,105 million in 2009 to RMB120,768 million in 2010. This increase was mainly due to our continued efforts in product innovation and business development. Our data business includes SMS and MMS, wireless data traffic and applications and information services. Revenue generated from SMS and MMS was RMB46,889 million in 2010, compared to RMB47,671 million in 2009, representing a decrease of 1.6%, primarily due to both the development of Internet instant messaging applications and declines in voice usage tariffs, which caused our customers to choose Internet instant messaging applications or voice services over SMS and MMS, and the high penetration rate of our SMS and MMS after years of continued growth. In addition, revenue generated from wireless data traffic grew substantially by 49.8% to RMB30,644 million in 2010, as compared to RMB20,456 million in 2009. The rapid growth of our applications and information service, including Wireless Music, Fetion, Mobile Mailbox and 12580 Integrated Information Service Line, was an additional growth driver for our data business. As a percentage of operating revenue, data services revenue increased from 23.5% in 2009 to 24.9% in

2010. We expect our data business, in particular wireless data traffic and applications and information services, to continue to grow.

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Other operating revenue increased by 9.4% from RMB18,715 million in 2009 to RMB20,478 million in 2010. As a percentage of operating revenue, other operating revenue increased slightly from 4.1% in 2009 to 4.2% in 2010.

Operating Expenses. Operating expenses include leased line expenses, interconnection expenses, depreciation expenses relating to our mobile telecommunications network and other property, plant and equipment, personnel expenses, selling expenses and other operating expenses. Other operating expenses primarily consist of operating lease charges, network maintenance expenses, impairment loss for doubtful accounts, write-off of property, plant and equipment that have been demolished and disconnected from our existing network, labor service expenses, administration and other miscellaneous expenses.

Operating expenses increased by 9.6% from RMB305,095 million in 2009 to RMB334,477 million in 2010. This increase, notably in selling expenses and other operating expenses (particularly maintenance expenses) was generally in line with the continued growth in our customer base and usage volume and our ongoing efforts to deliver better quality services and to cope with intensified competition. Our operating expenses increased at a lower rate in 2010 as compared to 2009, reflecting our increased economies of scale and our continued efforts to control our operating expenses in 2010.

Leased line expenses increased by 29.6% from RMB3,006 million in 2009 to RMB3,897 million in 2010. This increase reflected an increase in payment of RMB356 million to CMCC in connection with the lease of its TD-SCDMA network capacity and the increase in leasing fees of Internet ports paid to other telecommunications operators as a result of the rapid development of our Internet related businesses. As a percentage of operating expenses, leased line expenses increased slightly from 1.0% in 2009 to 1.2% in 2010.

Interconnection expenses increased slightly by 0.2% from RMB21,847 million in 2009 to RMB21,886 million in 2010. Our continuing marketing strategy to reorganize and re-route traffic volume has led to a lower proportion of inter-network traffic volume. Interconnection expenses as a percentage of operating expenses decreased from 7.2% in 2009 to 6.5% in 2010.

Depreciation expense increased by 7.5% from RMB80,179 million in 2009 to RMB86,230 million in 2010. This increase was mainly due to our continuous capital expenditures for the construction of our mobile telecommunications networks, support systems, transmission and structural facilities and the development of new technologies and new businesses to better support the growth of customer base and voice usage and to meet an unprecedented increase in demand in mobile Internet access. As a percentage of operating expenses, depreciation expense decreased from 26.3% in 2009 to 25.8% in 2010.

Personnel expenses increased by 14.2% from RMB21,480 million in 2009 to RMB24,524 million in 2010. This increase was primarily due to an increase in headcount from 145,954 at the end of 2009 to 164,336 at the end of 2010. As a percentage of operating expenses, personnel expenses increased from 7.0% in 2009 to 7.3% in 2010.

Selling expenses increased by 13.2% from RMB80,043 million in 2009 to RMB90,590 million in 2010. This increase was primarily due to our efforts in responding to market competition, developing new customers and retaining our existing customers, in particular customers with high usage of mobile telecommunications services. Our selling expenses may further increase if industry competition continues to intensify and adversely affects our customer growth and retention, and leads to higher customer acquisition and retention costs. As a percentage of operating expenses, selling expenses increased from 26.2% in 2009 to 27.1% in 2010.

Other operating expenses increased by 8.9% from RMB98,540 million in 2009 to RMB107,350 million in 2010. The increase was primarily due to an increase in maintenance expenses from RMB28,109 million in 2009 to RMB31,390 million in 2010, and an increase in operating lease charges from RMB8,751 million in 2009 to RMB9,839 million in 2010, incurred principally as a result of our continued investments in our network equipment and facilities, and an increase in labor service expenses for services provided by third parties from RMB13,577 million in 2009 to RMB15,649 million in 2010. In addition, other operating expenses were partially offset by a decrease in impairment loss for doubtful accounts from RMB4,503 million in 2009 to RMB4,019 million in 2010 and a decrease in write-off of property, plant and equipment from RMB4,493 million in 2009 to RMB2,763 million in 2010. As a percentage of operating expenses, other operating expenses decreased from 32.3% in 2009 to 32.1% in 2010. For more information on our other operating expenses, see note 5 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

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Profit from Operations. As a result of the foregoing, profit from operations increased by 2.5% from RMB147,008 million in 2009 to RMB150,754 million in 2010, and operating margin (profit from operations as a percentage of operating revenue) decreased from 32.5% in 2009 to 31.1% in 2010.

Other Net Income. Other net income represents primarily net sales from SIM cards and terminals and revenue from construction contracts. These items are included in other net income due to their insignificance. Other net income increased by 31.2% from RMB1,780 million in 2009 to RMB2,336 million in 2010. This increase was principally due to an increase in revenue from construction contracts, which was partially offset by the decrease in net sales from sales of SIM cards and terminals.

Non-Operating Net Income. Non-operating net income increased by 90.8% from RMB359 million in 2009 to RMB685 million in 2010, mainly due to a write back of accounts payable. Non-operating net income is mainly comprised of penalty income and other miscellaneous non-operating income.

Interest Income. Interest income decreased by 4.7% from RMB5,940 million in 2009 to RMB5,658 million in 2010. The lower interest income in 2010 was primarily due to the lower interest rate in 2010 and the decrease in our bank deposits as a result of the cash consideration paid in connection with our acquisition of an equity interest in SPD Bank.

Finance Costs. Finance costs decreased by 27.4% from RMB1,243 million in 2009 to RMB902 million in 2010. This decrease was primarily due to the lower interest rate in 2010. In 2010, the average interest rate that we paid on our outstanding borrowings was approximately 2.68%, compared to 3.70% in 2009.

Share of Profit of Associates. We had a share of profit of associates of RMB558 million in 2010, which was attributable to our shareholding of 20% of the enlarged issued share capital of SPD Bank, compared to nil in 2009. Our share of profit of associates has been adjusted to reflect the amortization of the proportionate fair value of SPD Bank's identifiable net assets as of the date of our investment in excess of our cost of investment.

Profit before Taxation. As a result of the foregoing, profit before tax increased by 3.4% from RMB153,836 million in 2009 to RMB159,071 million in 2010.

Taxation. Our income tax expense increased by 1.7% from RMB38,413 million in 2009 to RMB39,047 million in 2010. This increase was mainly due to an increase in our profit before taxation. Our effective tax rate was 25.0% in 2009 and 24.5% in 2010, respectively.

Profit Attributable to Equity Shareholders. As a result of the foregoing and after taking into account non-controlling interests, profit attributable to equity shareholders increased by 3.9% from RMB115,166 million in 2009 to RMB119,640 million in 2010. Net profit margin (profit attributable to equity shareholders as a percentage of operating revenue) decreased from 25.5% in 2009 to 24.7% in 2010.

Liquidity and Capital Resources

Liquidity

Our principal source of liquidity is cash generated from our operations. As of December 31, 2011, we had a working capital (current assets minus current liabilities) of RMB109,441 million (US\$17,388 million), compared to a working capital of RMB66,202 million as of December 31, 2010 and a working capital of RMB77,500 million as of December 31, 2009. The increase in our working capital as of December 31, 2011 from December 31, 2010 was primarily due to an increase in our deposits with banks and other receivables. As of December 31, 2009, 2010 and 2011, accounts receivable totaled RMB6,405 million, RMB7,632 million and RMB9,165 million (US\$1,456 million), respectively. The current portion of our finance lease obligations as of December 31, 2009, 2010 and 2011 were RMB68 million, RMB68 million and RMB68 million (US\$11 million), respectively.

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The following table summarizes certain cash flow information for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	(in millions of RMB)		
Net cash from operating activities	207,123	231,379	226,756
Net cash used in investing activities	(165,927)	(171,572)	(169,356)
Net cash used in financing activities	(49,774)	(51,051)	(58,420)
Net (decrease) / increase in cash and cash equivalents	(8,578)	8,756	(1,020)

Net cash from operating activities decreased by 2.0% from RMB231,379 million in 2010 to RMB226,756 million (US\$36,028 million) in 2011, primarily reflecting a lower overall increase in accrued expenses and other payables and a smaller increase in accounts payable, which was partially offset by an increase in our profit as a result of the continued expansion of our customers base and growth in our voice and data business. Net cash from operating activities increased 11.7% from RMB207,123 million in 2009 to RMB231,379 million in 2010, primarily reflecting the increase in our profit resulting from the continued expansion of our customer base and the continued growth in voice usage and our data business.

Net cash used in investing activities decreased by 1.3% from RMB171,572 million in 2010 to RMB169,356 million (US\$26,908 million) in 2011. This decrease was primarily due to the fact that we did not have a large acquisition in 2011 while we acquired 20% of the enlarged share capital of SPD Bank in 2010. This decrease was partially offset by an increase in our bank deposits of RMB41,884 million and a net increase in trust loans of RMB11,300 million that we granted to large state-owned enterprises through commercial banks. Net cash used in investing activities increased 3.4% from RMB165,927 million in 2009 to RMB171,572 million in 2010. This increase was primarily due to our acquisition of 20% of the enlarged share capital of SPD Bank, which was partially offset by a decrease in our bank deposit of RMB35,590 million.

Net cash used in financing activities increased by 14.4% from RMB51,051 million in 2010 to RMB58,420 million (US\$9,282 million) in 2011. This increase was largely due to the redemption of guaranteed bonds due in 2011 with the aggregate principal amount of RMB5,000 million. Net cash used in financing activities increased 2.6% from RMB49,774 million in 2009 to RMB51,051 million in 2010. This increase was primarily due to an increase in dividend payment from RMB48,614 million in 2009 to RMB50,201 million in 2010.

Capital Expenditures

Capital expenditures incurred in 2009, 2010 and 2011 were RMB129,367 million, RMB124,347 million and RMB128,548 million (US\$20,424 million), respectively. We incurred capital expenditures principally for the construction of our mobile telecommunications networks, transmission facilities, support system and buildings and infrastructure and development of business. The level of our capital expenditures increased in 2011 principally as a result of our efforts to meet increased demand on our network services arising from the continued expansion of our customer base and fast growth of our data business. The level of our capital expenditures decreased in 2010 primarily due to the lower investment cost per traffic unit as a result of our efforts to implement management with a higher level of centralization, standardization and informatization, as well as reflecting the needs of our business growth.

We estimate that we will incur capital expenditures of approximately RMB131.9 billion (US\$21.0 billion) in 2012, RMB130 billion (US\$20.7 billion) in 2013 and RMB125 billion (US\$19.9 billion) in 2014. We expect that approximately 41% of our capital expenditures in 2012 will be used in the construction of mobile telecommunications networks, approximately 26% will be used in the construction of transmission facilities, approximately 16% will be used in construction of buildings and infrastructure, approximately 8% will be used in building support systems, and approximately 6% will be used in business development.

We have generally funded our capital requirements primarily with cash generated from operations. We believe our available cash and cash generated from future operations will be sufficient to fund the capital expenditures and working capital necessary for the planned network expansion and continued growth of our mobile telecommunications operations through the end of 2012.

We may seek to obtain additional sources of financing to fund our network expansion and possible future acquisitions, to the extent necessary.

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Contractual Obligations and Commitments

Indebtedness

As of December 31, 2010 and 2011, we did not have any long-term or short-term bank and other loans, excluding the current portion of our finance lease obligations of RMB68 million and RMB68 million (US\$11 million), respectively.

On October 28, 2002 our wholly-owned subsidiary, Guangdong Mobile, issued RMB5,000 million guaranteed bonds due 2017. These bonds commenced trading on the Shanghai Stock Exchange on January 22, 2003. The guaranteed bonds bear fixed interest of 4.5% , payable annually. We have issued a joint and irrevocable guarantee for the performance of these bonds, and CMCC has issued a further guarantee in relation to the performance by us of our guarantee obligation. These bonds received a consolidated credit rating of AAA by China Chengxin International Credit Rating Company Limited and a consolidated credit rating of AAA by Dagong Global Credit Rating Co. Ltd, a PRC credit rating agency. The entire net proceeds from the offering were applied solely to satisfy part of the US\$2,800 million deferred consideration for the acquisition by the Company of the entire interest in Anhui Mobile, Jiangxi Mobile, Chongqing Mobile, Sichuan Mobile, Hubei Mobile, Hunan Mobile, Shaanxi Mobile and Shanxi Mobile in 2002.

The deferred consideration of US\$2,800 million for our acquisition of the eight regional mobile telecommunications companies in 2002 and the deferred consideration of US\$1,650 million for our acquisition of the ten regional mobile telecommunications companies and other telecommunications assets in 2004 are subordinated to other senior debt owed by us from time to time. In addition, these deferred considerations are payable by the 15th anniversary of the date of the completion of the respective acquisitions, and we may make an early payment of all or part of these deferred considerations at any time without penalty. We are required to pay interest semi-annually on the actual amount of these deferred considerations unpaid from the date of completion of the respective acquisitions. Interest is calculated at the two-year U.S. dollar London Inter-Bank Offered Rate, or LIBOR, swap rate at 11:00 a.m. (New York City time) on the second business day next preceding the date of the respective acquisition agreements for the first two years after completion of the respective acquisitions. Thereafter, the interest rate will be adjusted every two years to equal the two-year U.S. dollar LIBOR swap rate prevailing at 11:00 a.m. (New York City time) on the relevant interest determination dates. The payment of the deferred considerations and the interest payments can be made in Hong Kong dollars (HK\$7.7993=US\$1.00 and HK7.7995=US\$1.00 for our acquisitions of the regional mobile telecommunications companies in 2002 and 2004, respectively), RMB (RMB8.2770=US\$1.00 and RMB8.2768=US\$1.00 for our acquisitions of the regional mobile telecommunications companies in 2002 and 2004, respectively) or U.S. dollars (or other agreed currencies), with the relevant exchange rates set forth in the respective acquisition agreements. Any payment made in currencies other than U.S. dollars will be accounted for based on the exchange rates between U.S. dollars and such currencies prevailing at 12:00 noon (New York City time) on the day which is two business days next preceding the date of the respective acquisition agreements.

We currently have a corporate credit rating of AA-/Outlook Stable from Standard & Poor's and Aa3/Outlook Positive from Moody's Investors Service, each of which is consistent with China's sovereign credit rating. Any downgrade in our credit rating will not trigger any events of default on our outstanding bonds or loans or our existing credit facilities.

For a discussion of our interest rate risk, please see Item 11. Quantitative and Qualitative Disclosures About Market Risk.

Other Contractual Obligations and Commitments

As of December 31, 2011, we had various contractual obligations and commitments which are more fully disclosed in the notes to our consolidated financial statements. The principal components of these obligations and commitments include:

- our short-term and long-term debts (in addition to the bonds described under Indebtedness above), which includes finance leases;
- operating leases; and
- capital commitments.

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In the ordinary course of our business, we routinely enter into commercial commitments for various aspects of our operations, such as repair and maintenance. However, we believe that those commitments will not have a material effect on our financial condition, results of operations or cash flows.

For further disclosure regarding leases and other commitments, please see note 38 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

The following table sets forth certain information regarding our contractual obligations to make future payments (including relevant estimated interest payment) as of December 31, 2011:

Contractual Obligations	Total	Payments Due by Period				More than 5 years
		Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
		(in millions of RMB)				
Accounts Payable	116,266	116,266				
Bills Payable	1,616	1,616				
Accrued expenses and other payables	92,362	92,362				
Deferred Consideration Payable	24,563	204	257	257	23,845	
Bonds	6,310	225	450	450	5,185	
Finance Lease Obligations	71	71				
Total Contractual Obligations	241,188	210,744	707	707	29,030	

The following table sets forth certain information regarding our other commercial commitments as of December 31, 2011:

Other Commercial Commitments	Total Amount Committed	Amount of Commitment Expiration Per Period				More than 5 years
		Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
		(in millions of RMB)				
Operating Lease Commitments	29,283	8,646	10,090	5,831	4,716	
Capital Commitments	141,723	141,723				
Total Commercial Commitments	171,006	150,369	10,090	5,831	4,716	

Off-Balance Sheet Arrangements

As of December 31, 2011, we did not have any off-balance sheet arrangements or any written options on non-financial assets.

Foreign Exchange

We maintain our accounts in Renminbi and substantially all of our revenue and expenses are denominated in Renminbi. All of our current operating subsidiaries are incorporated in Mainland China, except for Hong Kong Mobile. Under the current foreign exchange system in Mainland China, our subsidiaries in Mainland China may not be able to hedge effectively against currency risk, including any possible future Renminbi devaluation. See Item 10. Additional Information Exchange Controls.

Each of our operating subsidiaries in Mainland China is able to purchase foreign exchange for settlement of current account transactions, as defined in applicable regulations, in order to satisfy its foreign exchange requirements.

Table of Contents**Item 6. Directors, Senior Management and Employees.****Directors and Senior Management**

The following table sets forth certain information concerning our directors and senior management as of April 25, 2012.

Name	Age	Position
Mr. XI Guohua	60	Executive Director and Chairman
Mr. LI Yue	53	Executive Director and Chief Executive Officer
Mr. XUE Taohai	56	Executive Director, Vice President and Chief Financial Officer
Mdm. HUANG Wenlin	57	Executive Director and Vice President
Mr. SHA Yuejia	54	Executive Director and Vice President
Mr. LIU Aili	48	Executive Director and Vice President
Mr. XU Long	55	Executive Director
Dr. LO Ka Shui	65	Independent Non-Executive Director
Mr. Frank K.S. WONG	64	Independent Non-Executive Director
Dr. Moses M.C. CHENG	62	Independent Non-Executive Director

* Mr. WANG Jianzhou resigned as an Executive Director and Chairman of our company on March 22, 2012. Mr. LU Xiangdong resigned as an Executive Director and Vice President of our company on March 15, 2012. Mdm. XIN Fanfei resigned as an Executive Director and Vice President of our company on March 22, 2012.

Mr. XI Guohua has served as our Executive Director and Chairman and is in charge of our overall management since March 2012. Mr. Xi served as our Vice Chairman from July 2011 to March 2012. Mr. Xi is also the Vice Chairman of CMCC and a director and Vice Chairman of CMC. Mr. Xi previously held positions at the Post and Telecommunications Administration of Shanghai as Deputy Director General of the Telegraph Bureau, Deputy Director of the Telecommunications Division, Deputy Director General and Director General of the Long-Distance Telecommunications Bureau, Deputy Chief Engineer and Deputy Director General, respectively. Mr. Xi also served as Deputy Director General of the Directorate General of Telecommunications of the Ministry of Posts and Telecommunications, Chairman and Executive Vice President of Shanghai Bell Company Limited, the Vice Minister of the MII, the President of China Network Communications Group Corporation and the Vice Minister of the MIIT. Mr. Xi graduated in 1977 from the Department of Electrical Engineering of Hefei University of Technology, and holds a Master of Management degree in Economics and Management from Shanghai Jiaotong University and a Doctor of Management degree from the School of Economics and Management of Tongji University. Mr. Xi is a professor-level senior engineer and has extensive experience in telecommunications management, operations and technology.

Mr. LI Yue has served as our Executive Director since March 2003 and our Chief Executive Officer since August 2010. He is in charge of our operation and management. Mr. Li is also the President and director of CMCC and CMC. Mr. Li previously served as Deputy Director General and Chief Engineer of Tianjin Long-Distance Telecommunications Bureau, Deputy Director General of Tianjin Posts and Telecommunications Administration, President of Tianjin Mobile Communications Company, Deputy Head of the Preparatory Team of CMCC, Vice President of CMCC, Chairman of Aspire Holdings Limited, a non-executive director of Phoenix Satellite Television Holdings Ltd and Chairman of Union Mobile Pay Limited. Mr. Li graduated from the Correspondence College of Beijing University of Posts and Telecommunications with a Bachelor's Degree in telephone exchange, holds a Master's Degree in business administration from Tianjin University and a doctoral degree in business administration from Hong Kong Polytechnic University. He is a professor-level senior engineer and has won multiple national, provincial and ministerial level Science and Technology Advancement Awards. Mr. Li has many years of experience in the telecommunications industry, including experience in telecommunications network operations and maintenance, planning and construction, operational management and development strategies.

Mr. XUE Taohai has served as our Executive Director, Vice President and Chief Financial Officer since July 2002. Mr. Xue is principally in charge of our corporate affairs, finance and internal audit. Mr. Xue is also a Vice President of CMCC and a director of CMC. Mr. Xue previously served as the Deputy Director General of the Finance Department of the former Ministry of Posts and Telecommunications, Deputy Director General of the Department of Financial Adjustment and Clearance of the MII and Deputy Director General of the former Directorate General of Telecommunications. He graduated from Henan University and received an EMBA degree from Peking University. He is a senior accountant with over 32 years of experience in the telecommunications industry and financial management.

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Mdm. HUANG Wenlin has served as our Executive Director and Vice President since September 2007. Mdm. Huang is principally in charge of human resources and inspection matters. Mdm. Huang is also a director of CMCC and CMC. Mdm. Huang previously served as a Vice President of CMCC, the Director of Domestic Communications Division and Director of Communications Organization Division of the Directorate General of Telecommunications of the former Ministry of Posts and Telecommunications, Vice President of China Telecommunications Corporation and Executive Director and Executive Vice President of China Telecom Corporation Limited. Mdm. Huang graduated in 1984 from Beijing University of Posts and Telecommunications with a major in management engineering and received an EMBA degree from Peking University. Mdm. Huang is a senior economist with 36 years of operational and managerial experience in the telecommunications industry.

Mr. SHA Yuejia has served as our Executive Director and Vice President since March 2006. Mr. Sha is principally in charge of marketing, data business and corporate customers management. He is also a Vice President of CMCC, a director of CMC, Chairman of Union Mobile Pay Limited and a non-executive director of PhoenixTV and SPD Bank. He previously served as Director of the Engineering Construction Department IV Division of Beijing Telecommunications Administration, President of Beijing Telecommunications Planning Design Institute, Deputy Director General of Beijing Telecommunications Administration, Vice President of Beijing Mobile Communications Company, and Director and Vice President, Chairman and President of Beijing Mobile. Mr. Sha graduated from Beijing University of Posts and Telecommunications, and received a Master's Degree from the Academy of Posts and Telecommunications of the former Ministry of Posts and Telecommunications and a doctoral degree in business administration from Hong Kong Polytechnic University. He is a professor-level senior engineer with over 29 years of experience in the telecommunications industry.

Mr. LIU Aili has served as our Executive Director and Vice President since March 2006. Mr. Liu is principally in charge of network operation, business support, information management, information security and planning and construction. He is also a Vice President of CMCC, a director of CMC and a non-executive director of China Communications Services Corporation Limited. He previously served as Deputy Director General of Shandong Mobile Telecommunications Administration, Director General of Shandong Mobile Telecommunications Administration and General Manager of Shandong Mobile Communications Enterprises, Vice President of Shandong Mobile Communications Company, Director-General of Network Department of CMCC, and Chairman and President of Shandong Mobile and Zhejiang Mobile and Chairman of CMPak Limited. Mr. Liu graduated from Heilongjiang Posts and Telecommunications School with an associate degree and completed a post-graduate program in economics at Shandong University. Mr. Liu also received a Master of Management degree from Norwegian School of Management BI and a doctoral degree in business administration from Hong Kong Polytechnic University. He is a professor-level senior engineer with over 29 years of experience in the telecommunications industry.

Mr. XU Long has served as our Executive Director since August 1999. He is also the Chairman and President of Guangdong Mobile, responsible for our business operations in Guangdong Province. He previously served as Deputy Director of Shaoxing Posts and Telecommunications Bureau, President of Zhejiang Nantian Posts and Telecommunications Group Company, Director of the General Office and Deputy Director General of the Zhejiang Posts and Telecommunications Administration, and Chairman and President of Zhejiang Mobile. He graduated from Zhejiang Radio and Television University in 1985, and holds a doctoral degree in business administration from Hong Kong Polytechnic University. Mr. Xu is a senior economist with 34 years of experience in the telecommunications industry.

Dr. LO Ka Shui has served as our independent Non-Executive Director since April 2001. Dr. Lo is the Chairman and Managing Director of Great Eagle Holdings Limited, and is the non-executive director and chairman of Eagle Asset Management (CP) Limited (manager of the publicly listed Champion Real Estate Investment Trust). He is also a non-executive director of The Hongkong and Shanghai Banking Corporation Limited and an independent non-executive director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, Winsor Properties Holdings Limited and City-e-Solutions Limited. He is also a Vice President of the Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research, the Chairman of The Chamber of Hong Kong Listed Companies and a member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority. Dr. Lo previously served as an independent non-executive director of Melco International Development Limited. Dr. Lo graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in internal medicine and cardiology. He has more than 30 years of experience in property and hotel development and investment both in Hong Kong and overseas.

Mr. Frank K.S. WONG has served as our independent Non-Executive Director since August 2002. Mr. Wong currently serves as an independent non-executive director of Industrial and Commercial Bank of China Limited, China and Mapletree Investments Pte Ltd, Singapore, and a non-executive director of PSA International Pte Ltd, Singapore. Mr. Wong previously served as Vice Chairman of DBS Bank, a member of the boards of DBS Bank and DBS Group Holdings and Chairman of DBS Bank (Hong Kong) and DBS Bank (China). He held a series of progressively senior positions with regional responsibility at Citibank, JP Morgan and NatWest from 1967 to 1999, and served as non-executive director of National Healthcare Group Pte Ltd. Mr. Wong has also served in various positions with Hong Kong's government bodies including the Chairman of the Hong Kong Futures Exchange between 1993 and 1998. Mr. Wong has many years of finance and commercial management experience.

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Dr. Moses M.C. CHENG has served as our independent Non-Executive Director since March 2003. Dr. Cheng is a practising solicitor and the senior partner of Messrs. P.C. Woo & Co. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the founder chairman of the Hong Kong Institute of Directors of which he currently is the Honorary President and Chairman Emeritus. Dr. Cheng is also the Chairman of the Advisory Committee on Post-service Employment of Civil Servants and currently holds directorships in City Telecom (H.K.) Limited, China COSCO Holdings Company Limited, Liu Chong Hing Investment Limited, China Resources Enterprise, Limited, Towngas China Company Limited, Hong Kong Exchanges and Clearing Limited, Kader Holdings Company Limited, K. Wah International Holdings Limited, Guangdong Investment Limited and Tian An China Investments Company Limited, all of which are public listed companies in Hong Kong. He is also an independent non-executive director of ARA Asset Management Limited, a company with shares listed on the Singapore Exchange Limited. His other directorships in public listed companies in the last 3 years include Beijing Capital International Airport Company Limited, Galaxy Entertainment Group Limited (formerly known as K. Wah Construction Materials Limited), Shui On Construction and Materials Limited and ARA Asset Management (Singapore) Limited, a company with shares listed on the Singapore Exchange Limited.

Compensation

The aggregate amount of compensation that we paid to our directors and executive officers in 2011 for services performed as directors, officers or employees was approximately HK\$20 million (US\$2.5 million).

We adopted a share option scheme on October 8, 1997, or the Old Scheme, pursuant to which our directors may, at their discretion, invite our employees, including executive directors, or employees of our subsidiaries, to take up options to subscribe for ordinary shares up to a maximum aggregate number of ordinary shares equal to 10% of our total issued share capital.

Pursuant to a resolution passed at the annual general meeting held on June 24, 2002, the Old Scheme was terminated and a new share option scheme, or the Current Scheme, was adopted. The Current Scheme is valid and effective for a term of 10 years commencing on June 24, 2002. The Current Scheme will cease to be effective from June 24, 2012 and no further options will be granted under the Current Scheme thereafter. The Current Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to June 24, 2012 and which at that time or thereafter become capable of exercise under the Current Scheme or otherwise to the extent as may be required in accordance with the Current Scheme.

The purpose of the Current Scheme is to provide us with a flexible and effective means of remunerating and providing benefits to the employees, the executive directors and the non-executive directors of our company, any of our holding companies and their respective subsidiaries and any entity in which we or any of our subsidiaries holds any equity interest, thereby providing incentives to these participants. Under the Current Scheme, our board of directors may, at its discretion, invite the plan participants to take up options to subscribe for the ordinary shares of our company.

The maximum aggregate number of ordinary shares which can be subscribed pursuant to options that are or may be granted under the above schemes equals to 10% of the total issued share capital of our company as of the date of adoption of the Current Scheme. Options lapsed or cancelled in accordance with the terms of the Old Scheme or the Current Scheme will not be counted for the purpose of calculating this 10% limit.

As the Old Scheme was terminated with effect on June 24, 2002, no further options were granted under the Old Scheme thereafter. Under the Old Scheme, all options not exercised on or before October 7, 2007 have lapsed. Accordingly, as of December 31, 2011, there were no outstanding options granted under the Old Scheme. As of the same date, the total number of ordinary shares which may be issued on the exercise of the outstanding options granted or to be granted under the Current Scheme is 1,470,125,273. No share options were granted under the Current Scheme during the year ended December 31, 2011.

The consideration payable for the grant of option under the Current Scheme is HK\$1.00.

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The exercise price of the options granted under the Current Scheme is determined by our board of directors at its discretion provided that such price may not be set below a minimum price which is the highest of:

- (i) the nominal value of an ordinary share;
- (ii) the closing price of the ordinary shares on the Hong Kong Stock Exchange on the date on which the option was granted; and
- (iii) the average closing price of the ordinary shares on the Hong Kong Stock Exchange for the five trading days immediately preceding the date on which the option was granted.

Under the Current Scheme, the term of the option is determined by the board of directors at its discretion, provided that all options shall be exercised within 10 years after the date on which the option is granted.

As of December 31, 2011, the directors and employees of our company had options to subscribe for the ordinary shares of our company granted under the Current Scheme. In 2011, 6,642,325 of these options had been exercised. See [Share Ownership](#) below for details on options granted to our directors.

Board Practices

To enhance our corporate governance, we have three principal board committees, the audit committee, the remuneration committee and the nomination committee. The audit committee, the remuneration committee and the nomination committee are all comprised solely of independent non-executive directors.

Audit Committee

The members of our audit committee are Dr. Lo Ka Shui, as chairman of the committee, Mr. Frank K.S. Wong and Dr. Moses M.C. Cheng. The audit committee's major responsibilities include:

to review the financial reports, the related report of independent registered public accounting firm and management's responses to the reports;

to discuss the audit procedures with the independent registered public accounting firm as well as any issues arising out of such procedures;

to review the appointment of the independent registered public accounting firm, the audit and non-audit fees and any matters relating to the termination or resignation of the independent registered public accounting firm; and

to examine the effectiveness of our internal controls, to review our internal audit plan and to submit relevant reports and recommendations to our Board on a regular basis.

The audit committee usually meets four times each year.

Remuneration Committee

The members of our remuneration committee are Dr. Lo Ka Shui, as chairman of the committee, Mr. Frank K.S. Wong and Dr. Moses M.C. Cheng. The remuneration committee's major responsibilities include:

to advise the Board in relation to the remuneration structure and payments of our executive directors and executives; and

to represent the Board in confirming the individual remuneration packages and employment terms of executive directors and approving their related employment contracts.

Meetings of the remuneration committee are held at least once a year.

Nomination Committee

The members of our nomination committee are Dr. Lo Ka Shui, as chairman of the committee, Mr. Frank K.S. Wong and Dr. Moses M.C. Cheng. The primary responsibilities of the nomination committee include:

to review, advise and make recommendations to the board on the matters in relation to the appointment and re-appointment of board members; and

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to ensure the proper and transparent procedures for the appointment and re-appointment of directors. Meetings of the nomination committee are held at least once a year.

Employees

See Item 4. Information on the Company Business Overview Employees.

Share Ownership

As of December 31, 2011, our directors who own shares in our company are listed as follows:

Director	Number of shares held	Percentage of ordinary shares
Lo Ka Shui	400,000	0.0020%
Frank K.S. Wong	400,000	0.0020%

Under our Memorandum and Articles of Association, our directors and senior management do not have different voting rights when compared to other holders of shares in the same class.

As of December 31, 2011, options exercisable for an aggregate of 6,111,675 shares had been granted to the following directors and members of our senior management under our share option scheme and were outstanding. As of the same date, none of these options had been exercised.

The following options are exercisable at a price of HK\$22.85 per share through July 2, 2012.

Director	Number of shares covered by options
Sha Yuejia	7,000

The following options are exercisable at a price of HK\$22.75 per share through October 27, 2014:

Director	Number of shares covered by options
Li Yue	154,000
Lu Xiangdong (resigned on March 15, 2012)	154,000
Xue Taohai	154,000
Sha Yuejia	82,575
Liu Aili	82,600
Xu Long	117,000

The following options are exercisable at a price of HK\$26.75 per share through December 20, 2014:

Director	Number of shares covered by options
Wang Jianzhou (resigned on March 22, 2012)	475,000

The following options are exercisable at a price of HK\$34.87 per share through November 7, 2015:

Director	Number of shares covered by options
Wang Jianzhou (resigned on March 22, 2012)	970,000
Li Yue	780,000
Lu Xiangdong (resigned on March 15, 2012)	780,000
Xue Taohai	780,000
Sha Yuejia	780,000
Liu Aili	141,500
Xu Long	254,000
Moses M.C. Cheng	400,000

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**Item 7. Major Shareholders and Related Party Transactions.
Major Shareholders**

As of March 31, 2012, approximately 74.14% of our outstanding shares were held by China Mobile Hong Kong (BVI) Limited, a wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited. CMCC, a state-owned company, holds all of the voting shares and economic interest in China Mobile (Hong Kong) Group Limited. No other persons own 5% or more of our ordinary shares. Between our initial public offering and March 31, 2012, our majority shareholders held, directly or indirectly, between approximately 74.14% and 76.50% of equity interest in us, except for brief periods following our equity offerings in 1999 and 2000 but before the issuance of consideration shares to our direct shareholder, China Mobile Hong Kong (BVI) Limited, for the related acquisitions, during which periods the shareholding was temporarily lower. See Item 4. Information on the Company The History and Development of the Company Industry Restructuring and Changes in Our Shareholding Structure for changes during the past three years with respect to our majority shareholders. Under our Memorandum and Articles of Association, our major shareholders do not have different voting rights when compared to other holders of shares in the same class.

We are not aware of any arrangement which may at a subsequent date result in a change of control over us.

Related Party Transactions

As of March 31, 2012, CMCC indirectly owned an aggregate of approximately 74.14% of our issued and outstanding share capital.

We and each of our subsidiaries have entered into various related party transactions. The principal terms of the agreements for these related party transactions are described below.

Certain charges for the services under these agreements are based on tariffs set by the PRC regulatory authorities. Those transactions where the charges are not set by PRC regulatory authorities are based on commercial negotiation between the parties, in each case on an arm's length basis.

International Roaming Arrangements

Following the completion of our acquisition of the telecommunications assets from our parent company in July 2004, we no longer have inter-provincial roaming and interconnection arrangement with CMCC (except for the interconnection arrangement with China Tietong described under Interconnection Settlement Arrangements below) and the handling charge with respect to roaming and international long distance calling charges are no longer shared between CMCC and us. In addition, pursuant to an agreement we entered into with CMCC on July 1, 2004 (the International Roaming Settlement Agreement), CMCC maintains the existing settlement arrangements with respect to international interconnection and roaming with the relevant telecommunications services providers in foreign countries and regions, and collects the relevant usage fees and other fees from us and pays the same to the relevant mobile telecommunications services providers in foreign countries and regions. In 2011, CMCC is in the process of transferring its settlement arrangements with certain telecommunications services providers in foreign countries and regions to China Mobile International, our wholly-owned subsidiary. As a result, our arrangement with CMCC with respect to international interconnection and roaming with those telecommunications services providers will be gradually phased out.

Licensing of Trademark

CMCC is the owner of the CHINA MOBILE name and logo, a registered trademark in Mainland China, Australia, Brunei, Canada, Hong Kong, India, Indonesia, Macau, New Zealand, South Korea, Taiwan, Thailand, the United States, Vietnam, South Africa and Yemen. In addition, it has filed applications to register the CHINA MOBILE name and logo as a trademark in Malaysia and Pakistan for certain goods and services. CMCC has also registered the CHINA MOBILE name and logo as a trademark under the Protocol Relating to the Madrid Agreement Concerning the International Registration of Marks.

On January 1, 2008, we entered into a trademark license agreement (the 2008 Trademark License Agreement) with CMCC to replace the then existing trademark license agreements with CMCC. Under the 2008 Trademark License Agreement, we and our operating subsidiaries are granted the right to use the CHINA MOBILE name and logo. No license fee is payable by us to CMCC under the 2008 Trademark License Agreement until December 31, 2012.

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Spectrum Fees and Numbering Resources

The MIIT (and prior to April 2008, the MII) and the MOF jointly determine the standardized spectrum fees payable to the MIIT by all mobile telecommunications operators in Mainland China, including us. In accordance with a joint circular from the NDRC and the MOF, CMCC entered into an agreement with us that specifies the amount of fees to be paid to the MIIT for spectrum usage by each mobile telecommunications network operator based on the bandwidth of the frequency used and the number of base stations within the relevant operator's networks.

Following the completion of our acquisition of the telecommunications assets from our parent company in July 2004, we entered into an agreement with CMCC on July 1, 2004 (the Spectrum and Numbering Resources Agreement), pursuant to which CMCC will collect usage fees from us relating to spectrum frequency and numbering resources and make payment to the MIIT (and prior to April 2008, to the MII). In addition to transferring to us all existing frequency spectrum and numbering resources allocated to it by the MIIT, CMCC has also agreed to apply for new frequency spectrum and numbering resources upon our request or notice from time to time and transfer the relevant new frequency spectrum and numbering resources to us.

Sharing of Inter-Provincial Transmission Line Leasing Fees

Following the completion of our acquisition of the telecommunications assets from our direct parent company in July 2004, we entered into an agreement with CMCC on July 1, 2004 (the Inter-Provincial Transmission Line Leasing Settlement Agreement), pursuant to which CMCC maintains the existing settlement arrangements with respect to inter-provincial transmission line leasing with the relevant transmission line providers in Mainland China, and collects inter-provincial transmission line leasing fees from us and pay the same to the transmission line providers in respect of the inter-provincial transmission lines we lease from such providers.

Platform Development

Aspire is 66.41% owned by us, and is our joint venture with Vodafone and Hewlett-Packard Company. Aspire entered into a platform development master agreement (the Platform Development Agreement) with CMCC on January 10, 2001. Under the Platform Development Agreement, Aspire (or its subsidiaries) will provide technology platform development and maintenance services to CMCC and its subsidiaries. These services include system and gateway integration services, hardware, software and system development (including development of applications), technical support and major overhaul services for a standardized, nation-wide platform for wireless data.

Under the Platform Development Agreement, CMCC will pay Aspire equipment charges, systems integration fees, software licensing fees, technical support fees and/or major overhaul charges, which will be determined according to standards laid down by the relevant governmental departments and/or by reference to market rates.

Leasing of TD-SCDMA Network Capacity

In preparation for our 3G business, we and CMCC entered into a network capacity leasing agreement on December 29, 2008 (the Network Capacity Leasing Agreement), pursuant to which we and our operating subsidiaries lease TD-SCDMA network capacity from CMCC and pay leasing fees to CMCC. The Network Capacity Leasing Agreement had a term of one year with effect from January 1, 2009 and would be automatically renewed for successive one-year periods unless otherwise notified by one party to the other party. We may terminate the Network Capacity Leasing Agreement by providing 60 days' advance notice to CMCC. As the ongoing deployment and improvements to the TD-SCDMA network and in order to actively develop and promote the TD-SCDMA business, CMCC and we agreed to renew the Network Capacity Leasing Agreement on November 6, 2009 and December 21, 2010 for a term of one year commencing on January 1, 2010 and 2011, respectively. In view of the expiry of the Network Capacity Leasing Agreement on December 31, 2011, CMCC and we have agreed to further renew the Network Capacity Leasing Agreement on December 6, 2011 for a one year term of one year commencing on January 1, 2012.

The leasing fees will be determined on a basis that reflects our actual usage of CMCC's TD-SCDMA network capacity and compensates CMCC for the costs of such network capacity. The amount of leasing fees payable by us to CMCC under the Network Capacity Leasing Agreement did not exceed RMB3,000 million in 2011, and it is expected that the amount of leasing fees payable by us to CMCC under the Network Capacity Leasing Agreement (as renewed) will not exceed RMB3,500 million in 2012. The transactions contemplated under the Network Capacity Leasing Agreement constitute our continuing connected transactions under Rule 14A.34 of the Hong Kong Listing Rules and are subject to the reporting, annual review and announcement requirements, but are exempt from the independent shareholders' approval requirements under the Hong Kong Listing Rules.

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Interconnection Settlement Arrangements

As part of the industry restructuring that commenced in 2008, China Tietong became a wholly-owned subsidiary of CMCC and, as a result, our connected person.

China Tietong is a fixed-line telecommunications operator in Mainland China. From January 2002 to December 2007, CMCC entered into a series of interconnection settlement agreements (collectively, the *Interconnection Settlement Agreements*) with China Tietong to govern the interconnection of the networks of CMCC and China Tietong and the settlement of charges for various telecommunications services, including IP phone calls, long distance calls, international telephone service and dial-up service. On November 13, 2008, we, CMCC and China Tietong entered into an agreement (the *Tripartite Agreement*), pursuant to which the rights and obligations of CMCC under the *Interconnection Settlement Agreements* were transferred to us. Pursuant to the *Tripartite Agreement*, we and China Tietong will make settlement payments to each other in respect of calls made or received by their respective customers. The *Tripartite Agreement* expired on December 31, 2009, and pursuant to the terms thereof, unless the parties agree otherwise, upon the expiry of the term, the *Tripartite Agreement* would be automatically renewed for further terms of one year. We, CMCC and China Tietong had agreed to renew *Tripartite Agreement* on November 6, 2009 and December 21, 2010 for a term of one year commencing on January 1, 2010 and 2011, respectively. In view of its expiration on December 31, 2011, the parties further renewed the *Tripartite Agreement* on December 6, 2011 for a one year term commencing on January 1, 2012.

The settlement charges receivable by us from China Tietong under the *Tripartite Agreement* in 2011 did not exceed the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules. The settlement charges payable by us under the *Tripartite Agreement* did not exceed RMB500 million in 2011. It is expected that, in 2012, the aggregate amount of settlement charges payable by us to China Tietong under the *Tripartite Agreement* (as renewed) will not exceed RMB700 million while the aggregate amount of settlement charges receivable by us from China Tietong will not exceed the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules. The transactions contemplated under the *Tripartite Agreement* constitute our continuing connected transactions under Rule 14A.34 of the Hong Kong Listing Rules and are subject to the reporting, annual review and announcement requirements, but are exempt from the independent shareholders' approval requirements under the Hong Kong Listing Rules.

Telecommunications Services Cooperation Agreement

In order to meet the customers' demand for one-stop shop telecommunications services, CMCC and we entered into a telecommunications services cooperation agreement on November 6, 2009 (the *Telecommunications Services Cooperation Agreement*), pursuant to which CMCC and we will provide customer development services to each other by utilizing our respective existing sales channels and resources, such as sales outlets, Internet sales network, sales personnel and local sales units, and cooperate in the provision of basic telecommunications services and value-added telecommunications services to customers of the other party. The *Telecommunications Services Cooperation Agreement* had a term of one year with effect from January 1, 2010 and would be renewed automatically for successive one-year periods if the parties so wish. In view of the expiry of the *Telecommunications Services Cooperation Agreement* on December 31, 2010, the parties have agreed to renew the *Telecommunications Services Cooperation Agreement* on December 21, 2010 for a term of one year commencing on January 1, 2011. In view of the expiry of the *Telecommunications Services Cooperation Agreement* on December 31, 2011, the parties have agreed to further renew the *Telecommunications Services Cooperation Agreement* on December 6, 2011 for a one year term commencing on January 1, 2012.

The amount of charges receivable by us in 2011 under the *Telecommunications Services Cooperation Agreement* was below the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules. The amounts of charges payable by us in 2011 under the *Telecommunications Services Cooperation Agreement* did not exceed RMB1,700 million. It is expected that the aggregate amount of charges payable by us to CMCC under the *Telecommunications Services Cooperation Agreement* (as renewed) will not exceed RMB2,500 million while the aggregate amount of charges receivable by us from CMCC will not exceed the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules in 2012. The transactions contemplated under the *Telecommunications Services Cooperation Agreement* constitute our continuing connected transactions under Rule 14A.34 of Hong Kong Listing Rules and are subject to the reporting, annual review and announcement requirements, but are exempt from the independent shareholders' approval requirements under the Hong Kong Listing Rules.

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Network Assets Leasing Agreement

In order for us to better position in the changing landscape of the telecommunications industry in China and to enable us to meet the customers demand for one-stop shop telecommunications services, we entered into the Network Assets Leasing Agreement with CMCC on August 18, 2011 (the Network Assets Leasing Agreement), pursuant to which we and CMCC will lease our respective telecommunications network operation assets to each other in return for a leasing fee. The Network Assets Leasing Agreement expired on December 31, 2011, and pursuant to the terms thereof, unless the parties agree otherwise, upon the expiry of the term, the Network Assets Leasing Agreement would be automatically renewed for further terms of one year. In view of the expiry of the Network Assets Leasing Agreement on December 31, 2011, CMCC and we have agreed to further renew the Network Assets Leasing Agreement on December 6, 2011 for a one year term commencing on January 1, 2012.

The leasing fees will be determined with reference to the prevailing market rates but in any event shall not be more than the leasing fees charged to any independent third party for same kinds of network assets. The amount of leasing fees receivable by us from CMCC did not exceed the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules. The amount of leasing fees payable by us to CMCC under the Network Assets Leasing Agreement did not exceed RMB1,200 million in 2011, and it is expected that the amount of leasing fees payable by us to CMCC under the Network Assets Leasing Agreement (as renewed) will not exceed RMB3,500 million, while the aggregate amount of the leasing fees receivable by us from CMCC will not exceed the de minimis threshold under Rule 14A.33 of the Hong Kong Listing Rules. The transactions contemplated under the Network Assets Leasing Agreement constitute our continuing connected transactions under Rule 14A.34 of the Hong Kong Listing Rules and are subject to the reporting, annual review and announcement requirements, but are exempt from the independent shareholders approval requirements under the Hong Kong Listing Rules.

Miscellaneous

Following the completion of our acquisition of the telecommunications assets from CMCC in July 2004, the transactions previously entered into between our subsidiaries and prior subsidiaries of CMCC which have been acquired by us no longer constitute connected transactions under the Hong Kong Listing Rules beginning on July 1, 2004 since such prior subsidiaries of CMCC became part of us on July 1, 2004. Only those transactions between us and CMCC or its subsidiaries (which have not been acquired by us) remain as connected transactions under the Hong Kong Listing Rules. In December 2004, in order to streamline the management of the connected transactions, we consolidated the agreements between us and CMCC into two agreements:

- (i) the Property Leasing and Management Services Agreement pursuant to which we rent from CMCC various properties for use as business premises and offices, retail outlets and machining rooms and CMCC and its subsidiaries provide to us property management services. Under this agreement, for properties owned by CMCC or its subsidiaries, the charges are determined with reference to market rates. For properties leased by CMCC or its subsidiaries from third parties and sublet to us, the charges are determined according to the actual rent payable by CMCC or its subsidiaries together with any tax payable; and
- (ii) the Telecommunications Services Agreement pursuant to which our subsidiaries obtain telecommunications project planning, design and construction services, telecommunications line and pipeline construction services and telecommunications line maintenance services from CMCC and its subsidiaries. Pursuant to the Telecommunications Services Agreement, subsidiaries of CMCC sell transmission towers and spare parts and provide related installation and maintenance services to our subsidiaries. Under this agreement, the charges and prices payable are generally determined with reference to and cannot exceed relevant standards set by and revised from time to time by relevant governmental authorities in Mainland China. Where there are no such standards, the charges and prices are determined with reference to market rates.

The Property Leasing and Management Services Agreement and the Telecommunications Services Agreement (together the 2004 Continuing Connected Transaction Agreements) expired on December 31, 2007. On December 13, 2007, we entered into the 2008-2010 property leasing and management services agreement (the 2008-2010 Property Leasing Agreement) and the 2008-2010 telecommunications services agreement (the 2008-2010 Telecommunications Services Agreement) with CMCC, with a view to extending the continuing connected transactions under the 2004 Continuing Connected Transaction Agreements on the same terms. Each of the 2008-2010 Property Leasing Agreement and the 2008-2010 Telecommunications Services Agreement has a fixed term of three years and is effective from January 1, 2008 to December 31, 2010. The payments payable by us to CMCC and its subsidiaries under the 2008-2010 Property Leasing Agreement did not exceed RMB1,400 million, RMB1,500 million and RMB1,600 million in 2008, 2009 and 2010, respectively, while the payments payable by us to CMCC and its subsidiaries under the 2008-2010 Telecommunications Services Agreement for the same periods did not exceed RMB4,350 million, RMB4,500 million and RMB4,400 million, respectively. The 2008-2010 Property Leasing Agreement and the 2008-2010 Telecommunications Services

Agreement expired on December 31, 2010.

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On December 21, 2010, we entered into the 2011-2013 property leasing and management agreement (the 2011-2013 Property Leasing Agreement) with CMCC to extend the existing continuing connected transactions under the 2008-2010 Property Leasing Agreement. On the same date, we entered into the 2011-2013 telecommunications services agreement (the 2011-2013 Telecommunications Services Agreement) with CMCC to govern the continuing connected transactions between the parties in relation to the provision of telecommunications services, which were previously governed by the 2008-2010 Telecommunications Services Agreement. The 2011-2013 Property Leasing Agreement and the 2011-2013 Telecommunications Services Agreement are for a term of three years commencing on January 1, 2011.

The amount of the aggregate annual rental and property management service charges payable by us to CMCC and its subsidiaries under the 2011-2013 Property Leasing Agreement in 2011, 2012 and 2013 is not expected to exceed RMB1,000 million. The rental and property management service charges paid by us to CMCC and its subsidiaries in 2011 did not exceed RMB1,000 million. For the 2011-2013 Telecommunications Services Agreement, the charges payable by us to CMCC and its subsidiaries under the 2011-2013 Telecommunications Services Agreement are expected not to exceed RMB2,000 million, RMB2,500 million and RMB3,000 million in 2011, 2012 and 2013, respectively, while the aggregate annual amount payable by CMCC and its subsidiaries to us in 2011, 2012 and 2013 is not expected to exceed RMB2,400 million. The charges paid by us to CMCC and its subsidiaries in 2011 under the 2011-2013 Telecommunications Services Agreement did not exceed RMB2,000 million. The charges payable by CMCC and its subsidiaries to us in 2011 under the 2011-2013 Telecommunications Services Agreement did not exceed RMB2,400 million. The transactions contemplated under the 2011-2013 Property Leasing Agreement and the 2011-2013 Telecommunications Services Agreement constitute our continuing connected transactions under Rule 14A.34 of the Hong Kong Listing Rules and are subject to the reporting, annual review and announcement requirements, but exempt from the independent shareholders' approval requirements under the Hong Kong Listing Rules.

In 2011, no consideration was paid from us to CMCC or from CMCC to us under the 2008 Trademark License Agreement, the Spectrum and Numbering Resources Agreement, the Inter-Provincial Transmission Line Leasing Settlement Agreement and the Platform Development Agreement.

Item 8. Financial Information. Consolidated Financial Statements

Our audited consolidated financial statements are set forth beginning on page F-1. Other than as disclosed elsewhere in this annual report on Form 20-F, no significant change has occurred since the date of the annual financial statements.

Legal Proceedings

We are not involved in any material litigation, arbitration or administrative proceedings, and, so far as we are aware, we do not have any pending or threatened litigation, arbitration or administrative proceeding that is expected to have a material effect on our financial condition and results of operations.

Policy on Dividend Distributions

We hold in the highest regard the interests of our shareholders and the returns achieved for them, especially our minority shareholders. In consideration of our level of profitability in 2011 and having taken into account our long-term development, our board of directors recommended payment of a final dividend of HK\$1.747 per share for the financial year ended December 31, 2011 in accordance with our dividend payout ratio of 43% planned for the full financial year of 2011. This, together with the interim dividend of HK\$1.580 per share paid in 2011, amounted to an aggregate dividend payment of HK\$3.327 per share for the full financial year of 2011.

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In 2012, having taken into account various relevant factors, such as our overall financial condition, our cash flow generating capabilities and the need of our future sustainable development, we plan that our dividend payout ratio for the full year of 2012 will be 43%.

Our board of directors believes that our good profitability and strong cash flow generating capabilities will continue to support our future sustainable development, while providing our shareholders with a favorable return.

Item 9. The Offer and Listing.

In connection with our initial public offering, our ADSs each representing twenty ordinary shares, were listed and commenced trading on the New York Stock Exchange on October 22, 1997 under the symbol CHL. Effective from July 5, 2000, our ADS-to-share ratio has been changed to one-to-five. Our shares were listed and commenced trading on the Hong Kong Stock Exchange on October 23, 1997. Prior to these listings, there was no public market for our equity securities. The New York Stock Exchange and the Hong Kong Stock Exchange are the principal trading markets for our ADSs and ordinary shares, which are not listed on any other exchanges in or outside the United States.

As of December 31, 2011 and March 31, 2012, there were 20,072,065,571 and 20,082,756,201, respectively, of our ordinary shares issued and outstanding. As of December 31, 2011 and March 31, 2012, there were, respectively, 501 and 506 registered holders of American depository receipts evidencing 95,096,893 and 104,677,909 of our ADSs. Since certain of the ADSs are held by nominees, the above number may not be representative of the actual number of U.S. beneficial holders of ADSs or the number of ADSs beneficially held by U.S. persons. The depository for the ADSs is The Bank of New York Mellon.

The high and low closing sale prices of the shares on the Hong Kong Stock Exchange and of the ADSs on the New York Stock Exchange for the periods indicated are as follows.

	Price per Share (HK\$)		Price per ADS (US\$)	
	High	Low	High	Low
2007	158.90	64.70	103.69	41.85
2008	136.60	53.80	89.30	34.83
2009	91.55	63.00	58.54	40.75
2010				
First Quarter	79.40	72.35	50.54	46.87
Second Quarter	80.65	71.95	52.07	46.27
Third Quarter	84.30	76.50	54.40	48.57
Fourth Quarter	83.45	76.05	53.71	49.06
2011				
First Quarter	78.85	69.20	50.44	44.83
Second Quarter	73.95	68.15	47.65	43.77
Third Quarter	80.90	69.20	51.70	44.82
Fourth Quarter	76.60	72.60	49.80	46.36
October	76.30	73.05	49.80	46.70
November	76.60	74.00	49.67	47.46
December	76.05	72.60	49.30	46.36
2012				
January	79.30	75.05	51.08	48.62
February	82.85	77.65	53.01	50.43
March	87.45	79.70	56.08	51.64
First Quarter	87.45	75.05	56.08	48.62
April (through April 24)	87.45	83.35	56.00	53.39

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We may conduct in the future a public offering and listing of our shares in Mainland China. We have not set a specific timetable or decided on any specific form for an offering in Mainland China. We believe that an offering and listing of our shares in Mainland China would provide us with better access to the capital markets in Mainland China and enable our customers in Mainland China to have an opportunity to become our shareholders. A decision to proceed with such an offering, as well as the precise timing of such an offering, would depend on a number of factors, including relevant regulatory developments and market conditions.

Item 10. Additional Information. Memorandum and Articles of Association

Under Section 3 of our Memorandum of Association, we have the capacity and the rights, powers and privileges of a natural person and, in addition and without limit, we may do anything that we are permitted or required to do by any enactment or rule of law.

Directors

Material Interests. A director who is in any way directly or indirectly interested in a contract or proposed contract with us shall declare the nature of his interest in accordance with the provisions of the Companies Ordinance (Chapter 32) of Hong Kong and the Articles of Association. A director shall not vote, or be counted in the quorum, on any resolution of the board in respect of any contract or arrangement or proposal in which he or any of his Associates (as such term is defined in the Listing Rules of the Hong Kong Stock Exchange), is to his knowledge, materially interested, and if he shall do so his vote shall not be counted or counted in the quorum for that resolution. The above prohibition shall not apply to any contract, arrangement or proposal:

for the giving by us of any security or indemnity to the director or his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of, or for, our or any of our subsidiaries' benefit;

for the giving by us of any security to a third party in respect of our or any of our subsidiaries' debt or obligation for which the director or his Associates has himself or themselves assumed responsibility or guaranteed or secured in whole or in part whether alone or jointly;

concerning an offer of the shares or debentures or other securities of or by us or any other company which we may promote or be interested in for subscription or purchase where the director or his Associates are, or are to be, interested as a participant in the underwriting or sub-underwriting of the offer;

in which the director or his Associates are interested in the same manner as other holders of our shares or debentures or other securities by virtue only of his or their interest in our shares or debentures or other securities;

concerning any other company in which the director or his Associates are interested, directly or indirectly, as an officer or a shareholder or in which the director or his Associates are beneficially interested in shares of that company other than a company in which the director and any of his Associates, are beneficially interested in five percent or more of the issued shares of any class of the equity share capital of such company (or of any third company through which his interest or that of his Associates is derived) or of the voting rights (excluding for the purpose of calculating such five percent interest any indirect interest of such director or his Associates by virtue of our interest in such company);

for the benefit of our or any of our subsidiaries' employees, including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates to both our, or any of our subsidiaries', directors and employees and such directors' Associates and does not give the director or his Associates any privilege not generally accorded to the class of persons to

whom such scheme or fund relates; and

concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by us to, or for the benefit of, our or any of our subsidiaries' employees under which the director or his Associates may benefit.

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Compensation and Pension. The directors are entitled to receive by way of remuneration for their services such sum as we may determine from time to time in general meeting. The directors are also entitled to be repaid their reasonable traveling, hotel and other expenses incurred by them in or about the performance of their duties as directors. The directors may award special remuneration out of our funds, by way of salary, commission or otherwise as the directors may determine, to any director who performs services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director.

The board may establish and maintain any contributory or non-contributory pension or superannuation funds for the benefit of, or give donations, gratuities, pensions, allowances or emoluments to any persons (1) who are or were at any time in employment or service of our company (or any of our subsidiaries) or are allied or associated with us or any of our subsidiaries, or (2) who are or were at any time our (or any of our subsidiaries) directors or officers, and who are holding or have held any salaried employment or office in our company or any of our subsidiaries, and the wives, widows, families and dependants of any of these persons. Any director holding any such employment or office is entitled to participate in, and retain for his own benefit, any such donation, gratuity, pension, allowance or emolument.

Borrowing Powers. The directors may exercise all the powers of our company to borrow money and to mortgage or charge all or any part of our undertaking, property and assets (present and future) and uncalled capital and to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for the debt, liability or obligation of our company or any third party.

Qualification; Retirement. A director need not hold any of our shares to qualify as a director. There is no age limit requirement for a director's retirement or non-retirement.

Each director is subject to retirement by rotation at least once every three years. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day shall be determined by lot unless they otherwise agree between themselves. The retiring directors shall be eligible for re-election.

Rights Attaching to Ordinary Shares

The section entitled "Description of Share Capital" in our Registration Statement on Form F-3 (File No. 333-47256), as filed with the SEC on October 30, 2000, is incorporated by reference into this annual report on Form 20-F.

Pursuant to ordinary resolutions passed at our extraordinary general meeting held on November 10, 2000, our authorized share capital was increased, by the creation of an additional 14,000,000,000 ordinary shares of HK\$0.10 each, which rank pari passu with the existing ordinary shares, to a total of HK\$3,000,000,000 divided into 30,000,000,000 ordinary shares.

Annual General Meetings and Extraordinary General Meetings

We must hold, in each year, a general meeting as our annual general meeting in addition to any other meetings in that year. The annual general meeting must be held at such time (which shall be within a period of not more than 15 months, or such longer period as the Registrar of Companies may authorize in writing, after the holding of the last preceding annual general meeting) and place as may be determined by the directors. All other general meetings are extraordinary meetings. The directors may proceed to convene an extraordinary general meeting whenever they think fit, in accordance with the Companies Ordinance.

In general, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing, and any other general meeting shall be called by not less than 14 days' notice in writing. The notice must specify the place, date and time of the meeting and, in the case of special business, the general nature of that business.

Miscellaneous

We keep our share register with our share registrar, which is Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In addition, we also file certain documents with the Registrar of Companies, Hong Kong, China, in accordance with the requirements of the Companies Ordinance. Our company number is 622909.

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Material Contracts

See Item 7. Major Shareholders and Related Party Transactions – Related Party Transactions for certain arrangements we have entered into with CMCC.

Exchange Controls

The Renminbi currently is not a freely convertible currency. Under the capital account , which includes, among others, foreign direct investment, the prior approval of the State Administration of Foreign Exchange should be obtained prior to conversion of Renminbi into foreign currency. However, under the current account , which includes dividends, trade and service-related foreign currency transactions, the Renminbi is currently freely convertible.

The value of the Renminbi is subject to changes in PRC government policies and to international economic and political developments. Since 1994, the conversion of the Renminbi into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China, which are set daily based on the previous business day's inter-bank foreign exchange market rates and current exchange rates on the world financial markets. From 1994 to July 20, 2005, the official exchange rate for the conversion of the Renminbi to foreign currencies was generally stable. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. The PRC government has since made and in the future may make further adjustments to the exchange rate system.

There are no limitations on the right of non-resident or foreign owners to remit dividends or to hold or vote the ordinary shares or the ADSs imposed by Hong Kong law or by our memorandum and articles of association or other constituent documents.

Taxation – PRC

This section describes certain PRC tax consequences relating to the ownership and disposition of our ordinary shares and ADSs. This section does not address all possible PRC tax considerations that may be relevant to an investment in our ordinary shares or ADSs in light of an investor's specific circumstances, and is based on PRC tax laws and relevant interpretations as in effect as of the date of this annual report on Form 20-F, which are subject to change, including the possibility of having retroactive effect. **Accordingly, you should consult your own tax advisor regarding the PRC and other tax consequences of an investment in our ordinary shares or ADSs under your particular circumstances.**

Under the PRC Enterprise Income Tax Law and its implementing rules, which took effect on January 1, 2008, or the PRC income tax law, a non-resident enterprise is generally subject to PRC enterprise income tax with respect to PRC-sourced income. Moreover, the PRC tax authorities have been issuing further interpretations and notices to enhance the application of the new PRC income tax law.

Taxation of Dividends

On April 22, 2009, the PRC State Administration of Taxation, or the SAT, issued the Notice Regarding the Determination of Tax Residence Status of Chinese-Controlled Offshore-Incorporated Enterprises on the Basis of De Facto Management Bodies, or the 2009 Notice, which had retroactive effect as of January 1, 2008. We are considered a PRC resident enterprise for purposes of the 2009 Notice. In accordance with the 2009 Notice and the PRC income tax law, we are required to withhold enterprise income tax equal to 10% of any dividend when it is distributed to non-resident enterprise shareholders whose names appeared on our register of members, as of the record date for such dividend, and who were not individuals.

Taxation of Capital Gains

Under the PRC income tax law, a non-resident enterprise is generally subject to PRC enterprise income tax with respect to PRC-sourced income, but there remain substantial uncertainties as to their interpretation and application by the relevant PRC tax authorities. We intend to comply with any interpretation or notice in relation to the taxation of capital gains issued by the PRC tax authorities in the future.

Additional PRC Tax Considerations

Stamp duty. Under the Provisional Regulations of the PRC Concerning Stamp Duty and its implementing rules, both of which became effective on October 1, 1988, PRC stamp duty should not apply to acquisitions or dispositions of our ordinary shares or ADSs outside of the PRC, as the

PRC stamp duty is imposed only on documents executed or received within the PRC that are legally binding in the PRC and protected under the PRC law.

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Estate tax. The PRC does not currently levy estate tax.

Taxation Hong Kong

The taxation of income and capital gains of holders of ordinary shares or ADSs is subject to the laws and practices of Hong Kong and of jurisdictions in which holders of ordinary shares or ADSs are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions under Hong Kong law is based on current law and practice, is subject to changes therein and does not constitute legal or tax advice. The discussion does not deal with all possible tax consequences relating to an investment in the ordinary shares or ADSs. Accordingly, each prospective investor (particularly those subject to special tax rules, such as banks, dealers, insurance companies, tax-exempt entities and holders of 10% or more of our voting capital stock) should consult its own tax advisor regarding the tax consequences of an investment in the ordinary shares and ADSs. The discussion is based upon laws and relevant interpretations thereof in effect as of the date of this annual report on Form 20-F, all of which are subject to change. There is no reciprocal tax treaty in effect between Hong Kong and the United States.

Tax on Dividends

Under the current practices of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid by us.

Profits Tax

No tax is imposed in Hong Kong in respect of capital gains from the sale of property (such as the ordinary shares and ADSs). Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a maximum rate of 15% on individuals. Gains from sales of the ordinary shares effected on the Hong Kong Stock Exchange may be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax may thus arise in respect of trading gains from sales of ordinary shares or ADSs realized by persons carrying on a business or trading or dealing in securities in Hong Kong.

Stamp Duty

Hong Kong stamp duty, currently charged at the rate of HK\$1 per HK\$1,000 or part thereof on the higher of the consideration for or the value of the ordinary shares, will be payable by the purchaser on every purchase and by the seller on every sale of ordinary shares (i.e., a total of HK\$2 per HK\$1,000 or part thereof is currently payable on a typical sale and purchase transaction involving ordinary shares). In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of ordinary shares. The withdrawal of ordinary shares upon the surrender of ADSs, and the issuance of ADSs upon the deposit of ordinary shares, will also attract stamp duty at the rate described above for sale and purchase transactions unless the withdrawal or deposit does not result in a change in the beneficial ownership of the ordinary shares under Hong Kong law, in which case only a fixed duty of HK\$5 is payable on the transfer. The issuance of the ADSs upon the deposit of ordinary shares issued directly to the depository or for the account of the depository does not attract stamp duty. No Hong Kong stamp duty is payable upon the transfer of ADSs outside Hong Kong.

Estate Duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application for a grant of representation in respect of holders of ordinary shares whose death occurs on or after February 11, 2006.

Taxation United States Federal Income Taxation

This section describes the material United States federal income tax consequences of the ownership and disposition of our shares or ADSs. This section applies to you only if you are a U.S. holder, as defined below, and you hold your shares or ADSs as capital assets for United States federal income tax purposes. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

a dealer in securities;

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a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings;

a tax-exempt organization;

a life insurance company;

a person liable for alternative minimum tax;

a person that actually or constructively owns 10% or more of our voting stock;

a person that holds shares or ADSs as part of a straddle or a hedging or conversion transaction;

a person that purchases or sells shares or ADSs as part of a wash sale for tax purposes; or

a person whose functional currency is not the U.S. dollar.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of The Bank of New York Mellon, as depositary, and the assumption that each obligation in the Deposit Agreement among us, The Bank of New York Mellon, as depositary, and owners and beneficial owners of ADRs issued thereunder, and any related agreement will be performed in accordance with its terms.

If a partnership holds the shares or ADSs, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding the shares or ADSs should consult its tax advisor with regard to the United States federal income tax treatment of an investment in the shares or ADSs.

You are a U.S. holder if you are a beneficial owner of shares or ADSs and you are:

a citizen or resident of the United States;

a domestic corporation;

an estate whose income is subject to United States federal income tax regardless of its source; or

a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

You should consult your own tax advisor regarding the United States federal, state and local and other tax consequences of owning and disposing of shares or ADSs in your particular circumstances.

In general, and taking into account the earlier assumptions, for United States federal income tax purposes, if you hold ADRs evidencing ADSs, you will be treated as the owner of the shares represented by those ADRs. Exchanges of shares for ADRs, and ADRs for shares, generally will not be subject to the United States federal income tax.

Taxation of Dividends

Under the United States federal income tax laws, and subject to the passive foreign investment company, or PFIC, rules discussed below, if you are a U.S. holder, the gross amount of any dividend we pay out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes) is subject to United States federal taxation. If you are a noncorporate U.S. holder, dividends paid to you in taxable years beginning before January 1, 2013 that constitute qualified dividend income will be taxable to you at a maximum tax rate of 15% provided that you hold the shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the shares or ADSs generally will be qualified dividend income provided that, in the year that you receive the dividend, the shares or ADSs are readily tradable on an established securities market in the United States.

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You must include any PRC tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is taxable to you when you, in the case of shares, or The Bank of New York Mellon, as depositary, in the case of ADSs, receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. The amount of the dividend distribution that you must include in your income will be the U.S. dollar value of the Hong Kong dollar payments made, determined at the spot Hong Kong dollar/U.S. dollar rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into U.S. dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. This gain or loss generally will be from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits (as determined for United States federal income tax purposes) will be treated as a non-taxable return of capital to the extent of your basis in the shares or ADSs and thereafter as capital gain.

Subject to certain limitations, the PRC tax withheld and paid over to the PRC will be creditable or deductible against your United States federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the maximum 15% tax rate.

For foreign tax credit purposes, dividends will generally be income from sources outside the United States and will, depending on your circumstances, generally be either passive or general income for purposes of computing the foreign tax credit allowable to you.

Taxation of Capital Gains

Subject to the PFIC rules discussed below, if you are a U.S. holder and you sell or otherwise dispose of your shares or ADSs, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the U.S. dollar value of the amount that you realize and your tax basis, determined in U.S. dollars, in your shares or ADSs. Capital gain of a noncorporate U.S. holder is generally taxed at preferential rates where the property is held for more than one year. The deductibility of capital losses is subject to limitations. The gain or loss will generally be from sources within the United States for foreign tax credit limitation purposes.

PFIC Rules

We believe that shares or ADSs should not be treated as stock of a PFIC for United States federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. In general, if you are a U.S. holder, we will be a PFIC with respect to you if for any taxable year in which you held our shares or ADSs:

at least 75% of our gross income for the taxable year is passive income; or

at least 50% of the value, determined on the basis of a quarterly average, of our assets is attributable to assets that produce or are held for the production of passive income.

Passive income generally includes dividends, interest, royalties, rents (other than certain rents and royalties derived in the active conduct of a trade or business), annuities and gains from assets that produce passive income. If a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation, and as receiving directly its proportionate share of the other corporation's income.

If we are treated as a PFIC, and you are a U.S. holder that did not make a mark-to-market election, as described below, you will be subject to special rules with respect to:

any gain you realize on the sale or other disposition of your shares or ADSs; and

any excess distribution that we make to you (generally, any distributions to you during a single taxable year that are greater than 125% of the average annual distributions received by you in respect of the shares or ADSs during the three preceding taxable years

or, if shorter, your holding period for the shares or ADSs).

Under these rules:

the gain or excess distribution will be allocated ratably over your holding period for the shares or ADSs;

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the amount allocated to the taxable year in which you realized the gain or excess distribution will be taxed as ordinary income;

the amount allocated to each prior year, with certain exceptions, will be taxed at the highest tax rate in effect for that year; and

the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year. Special rules apply for calculating the amount of the foreign tax credit with respect to excess distributions by a PFIC.

If you own shares or ADSs in a PFIC that are treated as marketable stock, you may make a mark-to-market election. If you make this election, you will not be subject to the PFIC rules described above. Instead, in general, you will include as ordinary income each year the excess, if any, of the fair market value of your shares or ADSs at the end of the taxable year over your adjusted basis in your shares or ADSs. These amounts of ordinary income will not be eligible for the favorable tax rates applicable to qualified dividend income or long-term capital gains. You will also be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of your shares or ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Your basis in the shares or ADSs will be adjusted to reflect any such income or loss amounts.

Your shares or ADSs will be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your shares or ADSs, even if we are not currently a PFIC. For purposes of this rule, if you make a mark-to-market election with respect to your shares or ADSs, you will be treated as having a new holding period in your shares or ADSs beginning on the first day of the first taxable year beginning after the last taxable year for which the mark-to-market election applies.

In addition, notwithstanding any election you make with regard to the shares or ADSs, dividends that you receive from us will not constitute qualified dividend income to you if we are a PFIC either in the taxable year of the distribution or the preceding taxable year. Dividends that you receive that do not constitute qualified dividend income are not eligible for taxation at the 15% maximum rate applicable to qualified dividend income. Instead, you must include the gross amount of any such dividend paid by us out of our accumulated earnings and profits (as determined for United States federal income tax purposes) in your gross income, and it will be subject to tax at rates applicable to ordinary income.

If you own shares or ADSs during any year that we are a PFIC, you may be required to file Internal Revenue Service Form 8621.

Documents on Display

You may read and copy documents referred to in this annual report on Form 20-F that have been filed with the SEC at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges. The SEC also maintains a website at www.sec.gov that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC.

The SEC allows us to incorporate by reference the information we file with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report on Form 20-F.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

We are subject to market rate risks due to fluctuations in interest rates. The majority of our debt is in the form of long-term loans with original maturities ranging up to fifteen years. Accordingly, fluctuations in interest rates can lead to significant fluctuations in the fair value of these debt instruments. From time to time, we may enter into interest rate swap agreements designed to mitigate our exposure to interest rate risks, although we did not consider it necessary to do so in 2011.

We are also exposed to foreign currency risk relating to cash and cash equivalents denominated in foreign currencies. We may enter into foreign exchange forward contracts designed to mitigate our exposure to foreign currency risks. As of December 31, 2011, we had no foreign exchange forward contracts outstanding. We expect our foreign currency hedging activity to be generally limited to the hedging of specific future commitments in foreign currencies.

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The following table provides information regarding our interest rate-sensitive financial instruments, which consist of fixed and variable rate short-term and long-term debt obligations, as of the dates indicated.

	Expected Maturity Date						As of December 31, 2011		As of December 31, 2010	
							Total	Fair	Total	Fair
	2012	2013	2014	2015	2016	Thereafter	Recorded Amount	Value	Recorded Amount	Value
(RMB equivalent in millions, except interest rates)										
Debt:										
Obligations under finance leases	68						68	68	68	68
Average interest rate	4.96%						4.96%	4.96%	4.96%	4.96%
Bonds						4,984	4,984	4,845	9,963	10,038
Average interest rate						4.50%	4.50%	4.25%	4.25%	4.25%
Deferred consideration payable						23,633	23,633	23,633	23,633	23,633
Average interest rate						0.61%	1.19%	2.22%	2.22%	2.22%

The following table provides information regarding our foreign currency-sensitive financial instruments and transactions, which consist of pledged bank deposits, deposits with banks and cash and cash equivalents as of the dates indicated.

	Expected Maturity Date						As of December 31, 2011		As of December 31, 2010	
							Total	Fair	Total	Fair
	2012	2013	2014	2015	2016	Thereafter	Recorded Amount	Value	Recorded Amount	Value
(RMB equivalent in millions)										
On-balance sheet financial instruments										
Pledged bank deposits:										
in Hong Kong dollars	32		122				154	154	162	162
Deposits with banks:										
in U.S. dollars	327						327	327	269	269
in Hong Kong dollars	1,558						1,558	1,558	225	225
Cash and cash equivalents:										
in U.S. dollars	424						424	424	369	369
in Hong Kong dollars	1,467						1,467	1,467	2,987	2,987

Item 12. Description of Securities Other than Equity Securities.

The Bank of New York Mellon, located at One Wall Street, New York, New York 10286, as the depository of our ADSs, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may refuse to provide delivery of ADSs or deposited shares or to provide any distributions until its fees for those services are paid.

ADR holders must pay:

US\$5 (or less) per 100 ADSs (or portion thereof)

For:

Each issuance of an ADR, including as a result of a distribution of shares or rights or other property
Each cancellation of an ADR, including if the deposit agreement terminates

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ADR holders must pay:

For:

US\$0.02 (or less) per ADS
 Registration or transfer fees

Expenses of the depositary

Taxes and other governmental charges the depositary or the custodian has to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

The Bank of New York Mellon, as the depositary, has agreed to pay for certain expenses incurred in connection with our shareholders' meetings. The amount of such expenses paid by the Bank of New York Mellon in 2011 was US\$161,756.59, net of withholding tax. The Bank of New York Mellon has also agreed to waive certain fees for standard costs associated with the administration of the ADR program, and the amount of such fees waived for the year ended December 31, 2011 was US\$135,026.17.

Each distribution of securities, other than shares or ADSs, treating the securities as if they were shares for purpose of calculating fees
 Any cash distribution (not including cash dividend distribution)
 Transfer and registration of shares on the share register of our transfer agent and the registrar in Hong Kong from an ADR holder's name to the name of the depositary or its agent when the ADR holder deposit or withdraw shares
 Conversion of Hong Kong dollars to U.S. dollars
 Cable, telex and facsimile transmission expenses
 As necessary

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PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies.

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

None.

Item 15. Controls and Procedures.

Disclosure Controls and Procedures. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including, without limitation, that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

As of December 31, 2011, an evaluation was carried out by our management, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2011, our disclosure controls and procedures were effective at a reasonable assurance level.

Management's Annual Report on Internal Control Over Financial Reporting. Management's Report on Internal Control Over Financial Reporting is set forth below.

Management's Report on Internal Control Over Financial Reporting

Management of China Mobile Limited (together with its consolidated subsidiaries, the Company) is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

As of December 31, 2011, the Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of the Company's internal control over financial reporting using criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, the Company's management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2011 has been audited by KPMG, an independent registered public accounting firm, as stated in their report dated March 15, 2012.

/s/ LI Yue
Name: LI Yue
Title: Executive Director and Chief Executive Officer

/s/ XUE Taohai
Name: XUE Taohai
Title:

Executive Director, Vice President and Chief Financial
Officer

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of

China Mobile Limited:

We have audited China Mobile Limited and its subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The management of China Mobile Limited and its subsidiaries is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the internal control over financial reporting of China Mobile Limited and its subsidiaries based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, China Mobile Limited and its subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of China Mobile Limited and its subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for each of the years in the three-year period ended December 31, 2011 and our report dated March 15, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG

Hong Kong, China

March 15, 2012

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Changes in Internal Control Over Financial Reporting. During 2011, no change to our internal control over financial reporting occurred that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert.

All members of our audit committee have extensive management experience. In particular, one of the members has many years of finance and commercial management experience and expertise. However, members of our audit committee do not possess direct experience or expertise in respect of the evaluation of reports filed with the SEC by SEC-reporting issuers. Our board of directors has determined that we do not currently have an audit committee financial expert, as defined in Item 16A(b) of Form 20-F, serving on our audit committee. Our audit committee may consider appointing, from time to time, an external financial expert as a consultant.

Item 16B. Code of Ethics.

We have adopted a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, Deputy Chief Financial Officer, Assistant Chief Financial Officer and our other designated senior officers. A copy of our Code of Ethics for Covered Officers was filed as Exhibit 11.1 to our annual report on Form 20-F for the fiscal year ended December 31, 2003, and may also be downloaded from our website at www.chinamobileltd.com/images/pdf/terms/CodeofEthics_eng.pdf. Information contained on that website is not a part of this annual report on Form 20-F. Copies of our Code of Ethics for Covered Officers may also be obtained at no charge by writing to our investor relations department at 60/F, The Center, 99 Queen's Road Central, Hong Kong.

Item 16C. Principal Accountant Fees and Services.

The following table sets forth the aggregate audit fees, audit-related fees, tax fees of our principal accountants and all other fees billed for products and services provided by our principal accountants other than the audit fees, audit-related fees and tax fees in 2010 and 2011:

	Audit Fees ⁽¹⁾ RMB	Audit-Related Fees RMB	Tax Fees RMB	All Other Fees ⁽²⁾ RMB
2010	83,000,000		1,000,000	11,000,000
2011	84,000,000		600,000	11,000,000

(1) Includes the fees for services rendered in connection with the audit of internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002.

(2) Includes the fees for advisory service rendered in connection with the Sarbanes-Oxley Act of 2002, risk assessment and other information technology-related advisory services provided to us.

Before our principal accountants were engaged by us or our subsidiaries to render audit or non-audit services, the engagement was approved by our audit committee as required by applicable rules and regulations of the SEC.

Item 16D. Exemptions from the Listing Standards for Audit Committees.

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 16F. Change in Registrant's Certifying Accountant.

Not applicable.

Item 16G. Corporate Governance.

As a foreign private issuer (as defined in Rule 3b-4 under the Securities Exchange Act of 1934, as amended), we are permitted to follow home country practices in lieu of some of the corporate governance practices required to be followed by U.S. companies listed on the New York Stock Exchange. As a result, our corporate governance practices differ in some respects from those required to be followed by U.S. companies listed on the New York Stock Exchange.

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The significant differences between our corporate governance practices and those required to be followed by U.S. companies under the New York Stock Exchange's listing standards include:

Section 303A.01 of the New York Stock Exchange Listed Company Manual provides that listed companies must have a majority of independent directors. As a listed company in Hong Kong, we are subject to the requirement under the Hong Kong Listing Rules that at least three members of our board of directors be independent as determined under the Hong Kong Listing Rules. We currently have three independent directors out of a total of ten directors. The Hong Kong Listing Rules set forth standards for establishing independence, which differ from those set forth in the New York Stock Exchange Listed Company Manual.

Section 303A.03 of the New York Stock Exchange Listed Company Manual provides that listed companies must schedule regular executive sessions in which non-management directors meet without management participation. We are not required, under the applicable Hong Kong law, to hold such executive sessions.

Section 303A.04 of the New York Stock Exchange Listed Company Manual provides that the nominating/corporate governance committee of a listed company must have a written charter that addresses the committee's purpose and responsibilities, which include, among others, the development and recommendation of corporate governance guidelines to the listed company's board of directors. Our board of directors is directly in charge of developing our corporate governance guidelines.

Section 303A.07 of the New York Stock Exchange Listed Company Manual provides that if an audit committee member simultaneously serves on the audit committee of more than three public companies, and the listed company does not limit the number of audit committees on which its audit committee members serve to three or less, then in each case, the board of directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on the listed company's audit committee and disclose such determination. We are not required, under the applicable Hong Kong law, to make such determination.

Section 303A.10 of the New York Stock Exchange Listed Company Manual provides that listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees. While we are not required, under the Hong Kong Listing Rules, to adopt such similar code, as required under the Sarbanes-Oxley Act of 2002, we have adopted a code of ethics that is applicable to our principal executive officer, principal financial officer, principal accounting officer or persons performing similar functions.

Section 303A.12(a) of the New York Stock Exchange Listed Company Manual provides that each listed company's chief executive officer must certify to the New York Stock Exchange each year that he or she is not aware of any violation by the company of New York Stock Exchange corporate governance listing standards. Our Chief Executive Officer is not required, under the applicable Hong Kong law, to make similar certifications.

Item 16H. Mine Safety Disclosure.

Not applicable.

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Not applicable.

Item 18. Financial Statements.

The following financial statements are filed as part of this annual report on Form 20-F.

China Mobile Limited:

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Item 19. Exhibits.

- (a) See Item 18 for a list of the financial statements filed as part of this annual report on Form 20-F.
- (b) Exhibits to this annual report on Form 20-F:

Exhibit Number	Description of Exhibit
1.1	Memorandum and Articles of Association (as amended). ⁽¹⁾
2.1	We agree to provide the SEC, upon request, copies of instruments defining the rights of holders of our long-term debt.
2.2	Guarantee from China Mobile Communications Corporation for the RMB5,000 million guaranteed bonds due 2011 issued by Guangdong Mobile. ⁽²⁾
2.3	Letter of Guarantee from China Mobile Communications Corporation for the RMB3,000 million guaranteed bonds due 2007 and RMB5,000 million guaranteed bonds due 2017, both issued by Guangdong Mobile in 2002 (with English translation). ⁽³⁾
4.1	Agreement regarding Settlement of Interconnection and Roaming, Transmission Line Leasing, Usage of Spectrum Frequency and Numbering Resources, dated July 1, 2004, between China Mobile (Hong Kong) Limited and China Mobile Communications Corporation (with English translation). ⁽⁴⁾
4.2	Tax Indemnity, dated July 1, 2004, among China Mobile Hong Kong (BVI) Limited, China Mobile (Hong Kong) Limited and China Mobile Communications Corporation. ⁽⁴⁾
4.3	Conditional Sale and Purchase Agreement, dated April 28, 2004 between China Mobile (Hong Kong) Limited, China Mobile Hong Kong (BVI) Limited and China Mobile Communications Corporation. ⁽⁵⁾
4.4	Asset Injection Agreement, dated April 9, 2004, between China Mobile Communications Corporation, Neimenggu Mobile and Neimenggu Communication Service Company (with English translation and schedule). ⁽⁵⁾

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- 4.5 Asset Injection Agreement, dated April 9, 2004, between China Mobile Communications Corporation, China Mobile Group Design Institute Co., Ltd. and Beijing P&T Consulting & Design Institute (with English translation).⁽⁵⁾
- 4.6 Asset Injection Agreement, dated April 9, 2004, between China Mobile Communications Corporation and China Mobile Communication Company Limited (with English translation).⁽⁵⁾
- 4.7 Agreement on the Confirmation of Rights and Obligations, dated April 9, 2004, between China Mobile Communications Corporation, Neimenggu Mobile and Neimenggu Communication Service Company (with English translation and schedule).⁽⁵⁾

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- 4.8 Agreement on the Confirmation of Rights and Obligations, dated April 9, 2004, between China Mobile Communications Corporation, China Mobile Group Design Institute Co., Ltd. and Beijing P&T Consulting & Design Institute (with English translation).⁽⁵⁾
- 4.9 Consent Letter to the Substitution of Borrowers under the Consigned Loan Agreement, dated February 13, 2004, between China Mobile Communications Corporation, Neimenggu Mobile, Neimenggu Communication Service Company and Beijing Chang an Sub-branch of Industrial and Commercial Bank of China (with English translation and schedule).⁽⁵⁾
- 4.10 Agreement on Sharing of Administrative Services and Administrative Costs, dated April 27, 2004, between China Mobile Communication Co., Ltd. and China Mobile Communications Corporation (with English translation).⁽⁵⁾
- 4.11 Tax Indemnity dated July 1, 2002 between China Mobile Hong Kong (BVI) Limited, China Mobile (Hong Kong) Limited and China Mobile Communications Corporation.⁽³⁾
- 4.12 Co-operation Framework Agreement in respect of Indirect Loan dated May 10, 2002 between China Mobile Communications Corporation and China Mobile (Hong Kong) Limited (with English translation).⁽³⁾
- 4.13 Agreement on the Sales and Maintenance of Masts and Maintenance of Antennas and Feeder Lines, dated August 1, 2000, between Hebei Mobile and Hebei Provincial Posts and Telecommunications Equipment and Machinery Plant.⁽⁶⁾
- 4.14 Trademark License Agreement, dated January 1, 2008, between China Mobile Communications Corporation and China Mobile Limited (with English translation).⁽⁷⁾
- 4.15 Tripartite Agreement on the Transfer of Rights and Obligations Relating to the Interconnection and Settlement Arrangements, dated November 13, 2008, among China Mobile Communications Corporation, China Tietong Telecommunications Corporation and China Mobile Limited (with English translation).⁽⁸⁾
- 4.16 TD-SCDMA Network Capacity Leasing Agreement, dated December 29, 2008, between China Mobile Communications Corporation and China Mobile Limited (with English translation).⁽⁸⁾
- 4.17 Telecommunications Services Cooperation Agreement, dated November 6, 2009, between China Mobile Communications Corporation and China Mobile Limited (with English translation).⁽⁹⁾
- 4.18 Share Subscription Agreement, dated March 10, 2010, between China Mobile Group Guangdong Co., Ltd. and Shanghai Pudong Development Bank Co., Ltd. (with English summary).⁽⁹⁾
- 4.19 Property Leasing and Management Services Agreement for the Years from 2011 to 2013, dated December 21, 2010, between China Mobile Limited and China Mobile Communications Corporation (with English translation).⁽¹⁰⁾
- 4.20 Telecommunications Services Agreement for the Years from 2011 to 2013, dated December 21, 2010, between China Mobile Limited and China Mobile Communications Corporation (with English translation).⁽¹⁰⁾
- 4.21 Network Assets Leasing Agreement, dated August 18, 2011, between China Mobile Communications Corporation and China Mobile Limited (with English translation).
- 8.1 List of Major Subsidiaries.
- 11.1 Code of Ethics.⁽⁵⁾
- 12.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 12.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
- 13.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(b).
- 13.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(b).

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- (1) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2005 (File No. 1-14696), filed with the SEC on June 9, 2006.
- (2) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2000 (File No. 1-14696), filed with the SEC on June 26, 2001.
- (3) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2002 (File No. 1-14696), filed with the SEC on June 17, 2003.
- (4) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2004 (File No. 1-14696), filed with the SEC on June 13, 2005.
- (5) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2003 (File No. 1-14696), filed with the SEC on June 17, 2004.
- (6) Incorporated by reference to our Registration Statement on Form F-3 (File No. 333-47256), filed with the SEC on October 30, 2000.
- (7) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2007 (File No. 1-14696), filed with the SEC on June 11, 2008.
- (8) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2008 (File No. 1-14696), filed with the SEC on June 23, 2009.
- (9) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2009 (File No. 1-14696), filed with the SEC on June 7, 2010.
- (10) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2010 (File No. 1-14696), filed with the SEC on April 27, 2011.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F on its behalf.

CHINA MOBILE LIMITED

By: /s/ LI Yue
Name: LI Yue
Title: Executive Director and Chief Executive Officer

Date: April 25, 2012

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of

China Mobile Limited:

We have audited the accompanying consolidated balance sheets of China Mobile Limited and its subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for each of the years in the three-year period ended December 31, 2011. These consolidated financial statements are the responsibility of the management of China Mobile Limited and its subsidiaries. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of China Mobile Limited and its subsidiaries as of December 31, 2010 and 2011, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the internal control over financial reporting of China Mobile Limited and its subsidiaries as of December 31, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 15, 2012 expressed an unqualified opinion on the effectiveness of the internal control over financial reporting of China Mobile Limited and its subsidiaries.

/s/ KPMG

Hong Kong, China

March 15, 2012

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Consolidated statements of comprehensive income

For the years ended December 31

(Expressed in Renminbi)

	Note	2011 RMB million	2010 RMB million	2009 RMB million
Operating revenue (Turnover)	3			
Voice services		364,189	343,985	327,283
Data services		139,330	120,768	106,105
Others		24,480	20,478	18,715
		527,999	485,231	452,103
Operating expenses				
Leased lines		5,188	3,897	3,006
Interconnection		23,533	21,886	21,847
Depreciation	13	97,113	86,230	80,179
Personnel	4	28,672	24,524	21,480
Selling expenses		96,830	90,590	80,043
Other operating expenses	5	125,364	107,350	98,540
		376,700	334,477	305,095
Profit from operations		151,299	150,754	147,008
Other net income	6	2,559	2,336	1,780
Non-operating net income	7	571	685	359
Interest income		8,413	5,658	5,940
Finance costs	8	(565)	(902)	(1,243)
Share of profit of associates		4,306	558	
Share of loss of jointly controlled entity	19	(1)	(18)	(8)
Profit before taxation		166,582	159,071	153,836
Taxation	11(a)	(40,603)	(39,047)	(38,413)
PROFIT FOR THE YEAR		125,979	120,024	115,423
Other comprehensive income for the year				
Exchange differences on translation of financial statements of overseas entities		(311)	(135)	42
Share of other comprehensive income of associates		(229)		
TOTAL COMPREHENSIVE INCOME FOR THE YEAR				