

CHINA TELECOM CORP LTD

Form 6-K

May 29, 2018

[Table of Contents](#)

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the Month of May 2018

Commission File Number 1-31517

China Telecom Corporation Limited

(Translation of registrant's name into English)

31 Jinrong Street, Xicheng District

Beijing 100033, China

(Address of principal executive offices)

Edgar Filing: CHINA TELECOM CORP LTD - Form 6-K

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

Form 20-F

Form 40-F

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

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

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

Yes

No

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

Table of Contents

EXHIBITS

Exhibit		Page
Number		Number
1.1	<u>Announcement in relation to poll results of annual general meeting and payment of the final dividend, dated May 28, 2018</u>	A-1

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Form 6-K may be viewed as forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements are, by their nature, subject to significant risks and uncertainties, and include, without limitation, statements relating to:

our business and operating strategies and our ability to successfully execute these strategies;

our network expansion and capital expenditure plans;

our operations and business prospects;

the expected benefit of any acquisitions or other strategic transactions;

our financial condition and results of operations;

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

the future prospects of and our ability to integrate acquired businesses and assets;

the industry regulatory environment as well as the industry outlook generally; and

future developments in the telecommunications industry in the People's Republic of China, or the PRC.

The words anticipate, believe, could, estimate, expect, intend, may, plan, seek, will, would and they relate to us, are intended to identify a number of these forward-looking statements.

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. We are under no obligation to update these forward-looking statements and do not intend to do so. Actual results may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the following:

any changes in the regulations or policies of the Ministry of Industry and Information Technology (prior to March 2008, the Ministry of Information Industry, or the MII), or the MIIT, and other relevant government authorities relating to, among other matters:

the granting and approval of licenses;

Table of Contents

tariff or network speed policies;

interconnection and settlement arrangements;

capital investment priorities;

the provision of telephone and other telecommunications services to rural areas in the PRC;

the convergence of television broadcast, telecommunications and Internet access networks, or three-network convergence; and

spectrum and numbering resources allocation;

the effects of competition on the demand for and price of our services;

any potential further restructuring or consolidation of the PRC telecommunications industry;

changes in the PRC telecommunications industry as a result of the issuance of the fourth generation mobile telecommunications, or 4G, licenses by the MIIT;

the development of new technologies and applications or services affecting the PRC telecommunications industry and our current and future business;

changes in political, economic, legal and social conditions in the PRC, including changes in the PRC government's specific policies with respect to foreign investment in and entry by foreign companies into the PRC telecommunications industry, economic growth, inflation, foreign exchange and the availability of credit;

results and effects of any investigation by the relevant PRC regulatory authorities; and

the development of our mobile business is dependent on the Tower Company.

Please also see the "Risk Factors" section of the Company's latest Annual Report on Form 20-F, as filed with the Securities and Exchange Commission.

Table of Contents

SIGNATURES

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

CHINA TELECOM CORPORATION LIMITED

Date: May 29, 2018

By: /s/ Yang Jie

Name: Yang Jie

Title: Chairman and Chief Executive Officer

Table of Contents

Exhibit 1.1

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

China Telecom Corporation Limited

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

(Stock Code: 728)

POLL RESULTS OF ANNUAL GENERAL MEETING

AND PAYMENT OF THE FINAL DIVIDEND

The Board of the Company is pleased to announce that all the proposed resolutions were duly passed by shareholders by way of poll at the AGM of the Company held on 28 May 2018.

The Company's shareholders approved the profit distribution proposal and declaration of a final dividend of RMB0.093512 per share (equivalent to HK\$0.115 per share) (pre-tax) for the year ended 31 December 2017. The final dividend is expected to be paid on 27 July 2018.

Poll Results of the AGM

The board of directors (the "Board") of China Telecom Corporation Limited (the "Company") is pleased to announce that the 2017 Annual General Meeting of the Company was held on Monday, 28 May 2018 (the "AGM") at the Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong. The number of issued shares of the Company as at the date of the AGM was 80,932,368,321, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. The AGM was held in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the articles of association of the Company.

Table of Contents

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

	Ordinary Resolutions	No. of votes (%)	
		For	Against
1.	That the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2017 be considered and approved, and the Board of Directors of the Company be authorised to prepare the budget of the Company for the year 2018.	76,224,832,717 (99.9983%)	1,276,805 (0.0017%)

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

2.	That the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2017 be considered and approved.	76,246,595,917 (99.9981%)	1,433,605 (0.0019%)
----	---	------------------------------	------------------------

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

3.	That the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditor and domestic auditor of the Company respectively for the year ending on 31 December 2018 be considered and approved, and the Board be authorised to fix the remuneration of the auditors.	76,241,831,440 (99.9917%)	6,353,982 (0.0083%)
----	--	------------------------------	------------------------

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

	Special Resolutions	No. of votes (%)	
		For	Against
4.	4.1 Special resolution numbered 4.1 of the Notice of AGM dated 12 April 2018 (To approve the amendments to Article 14 of the Articles of Association)	76,245,781,577 (99.9981%)	1,439,182 (0.0019%)

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

4.2	Special resolution numbered 4.2 of the Notice of AGM dated 12 April 2018	76,245,524,977	1,699,482
		(99.9978%)	(0.0022%)

(To authorise any Director of the Company to complete registration or filing of the amendments to the Articles of Association)

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

A-2

Table of Contents

Special Resolutions		No. of votes (%)	
		For	Against
5.	5.1 Special resolution numbered 5.1 of the Notice of AGM dated 12 April 2018	72,217,819,874 (94.9098%)	3,873,152,526 (5.0902%)
	(To consider and approve the issue of debentures by the Company)		
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		3,873,195,126 (5.0904%)
	5.2 Special resolution numbered 5.2 of the Notice of AGM dated 12 April 2018	72,215,465,174 (94.9096%)	
	(To authorise the Board to issue debentures and determine the specific terms, conditions and other matters of the debentures)		
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
	5.3 Special resolution numbered 5.3 of the Notice of AGM dated 12 April 2018	72,217,897,074 (94.9099%)	3,873,087,626 (5.0901%)
	(To consider and approve the centralised registration of debentures by the Company)		
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
6.	6.1 Special resolution numbered 6.1 of the Notice of AGM dated 12 April 2018	76,188,161,129 (99.9187%)	61,988,393 (0.0813%)
	(To consider and approve the issue of company bonds in the People's Republic of China)		
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

6.2	Special resolution numbered 6.2 of the Notice of AGM dated 12 April 2018	76,185,667,329 (99.9185%)	62,154,293 (0.0815%)
-----	--	------------------------------	-------------------------

(To authorise the Board to issue company bonds and determine the specific terms, conditions and other matters of the company bonds in the People's Republic of China)

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

7.	Special resolution numbered 7 of the Notice of AGM dated 12 April 2018	68,317,825,839 (89.6072%)	7,923,605,383 (10.3928%)
----	--	------------------------------	-----------------------------

(To grant a general mandate to the Board to issue, allot and deal with additional shares in the Company not exceeding 20% of each of the existing domestic Shares and H Shares in issue)

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

A-3

Table of Contents

Special Resolutions	No. of votes (%)	
	For	Against
8. Special resolution numbered 8 of the Notice of AGM dated 12 April 2018	69,424,306,313 (91.0481%)	6,825,813,909 (8.9519%)
(To authorise the Board to increase the registered capital of the Company and to amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate)		

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

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

Payment of the Final Dividend

The final dividend of RMB0.093512 per share (equivalent to HK\$0.115 per share) (pre-tax) for the year ended 31 December 2017 was approved at the AGM. The payment shall be made to shareholders whose names appear on the register of members of the Company on Monday, 11 June 2018. The register of members will be closed from Monday, 4 June 2018 to Monday, 11 June 2018 (both days inclusive). In order to be entitled to the final dividend, H share shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Friday, 1 June 2018. Dividends will be denominated and declared in Renminbi. Dividends for holders of domestic shares and the investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) (the Southbound Trading Link) (the Southbound Investors) will be paid in Renminbi, whereas dividends for H share shareholders other than Southbound Investors will be paid in Hong Kong dollars. The relevant exchange rate will be the average median rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends at the AGM (RMB0.813148 equivalent to HK\$1.00).

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China in 2008, the Company shall be obliged to withhold and pay 10% enterprise income tax when it distributes the 2017 final dividends to non-resident enterprise shareholders of overseas H shares (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organisations) whose names appear on the Company's H share register of members on 11 June 2018. According to regulations by the State Administration of Taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H share shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of 10%, the Company will finally withhold and pay individual income tax at the rate of 10% on behalf of the individual H share shareholders. If the individual H share shareholders whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of less than 10%, the Company will finally withhold and pay individual income tax at the rate of 10% on behalf of the individual H share shareholders. If the individual H share shareholders whose country of domicile is a country which has entered into a tax treaty with PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H share shareholders whose country of domicile is a country which has

entered into a tax treaty with PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H share shareholders.

A-4

Table of Contents

The Company will determine the country of domicile of the individual H share shareholders based on the registered address as recorded in the H share register of members of the Company on 11 June 2018 (the "Registered Address"). If the country of domicile of an individual H share shareholder is not the same as the Registered Address or if the individual H share shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H share shareholder shall notify and provide relevant supporting documents to the Company on or before Friday, 1 June 2018. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H share shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

For Southbound Investors (including enterprises and individuals), the Shanghai branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the investors of the Southbound Trading Link, will receive all dividends distributed by the Company and will distribute the dividends to the relevant investors under the Southbound Trading Link through its depository and clearing system. According to the relevant provisions under the "Notice on Taxation Policies for Shanghai-Hong Kong Stock Connect Pilot Programme (Cai Shui [2014] No. 81)" and "Notice on Taxation Policies for Shenzhen-Hong Kong Stock Connect Pilot Programme (Cai Shui [2016] No. 127)", the Company shall withhold and pay individual income tax at the rate of 20% with respect to dividends received by the Mainland individual investors for investing in the H shares of the Company listed on the Hong Kong Stock Exchange through the Southbound Trading Link. In respect of the dividends received by Mainland securities investment funds investing in the H shares of the Company listed on the Hong Kong Stock Exchange through the Southbound Trading Link, the tax levied shall be ascertained by reference to the rules applicable to individual investors. The Company is not required to withhold and pay income tax on dividends derived by the Mainland enterprise investors under the Southbound Trading Link, and such enterprises shall report the income and make tax payment by themselves. The record date for entitlement to the shareholders' rights and the relevant arrangements of dividend distribution for the Southbound Investors are the same as those for the Company's H share shareholders.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H share shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H share shareholders or any disputes relating to the tax withholding and payment mechanism or arrangements.

Table of Contents

For H share shareholders other than the Southbound Investors, the Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the Receiving Agent) and will pay to such Receiving Agent the final dividend declared for payment to H share shareholders other than the Southbound Investors. The Receiving Agent will pay the final dividend net of the applicable tax on 27 July 2018. The relevant dividend warrants will be despatched to H share shareholders by ordinary post and the risk of errors involved in the postage will be borne by the H share shareholders. For the Southbound Investors, the final dividend net of the applicable tax will be paid by the Company to the Shanghai branch of China Securities Depository and Clearing Corporation Limited and Shenzhen branch of China Securities Depository and Clearing Corporation Limited on 27 July 2018. The Shanghai branch of China Securities Depository and Clearing Corporation Limited and Shenzhen branch of China Securities Depository and Clearing Corporation Limited will pay the final dividend net of the applicable tax to the Southbound Investors.

By Order of the Board

China Telecom Corporation Limited

Wong Yuk Har

Joint Company Secretary

Hong Kong, 28 May 2018

As at the date of this announcement, the Board of Directors of the Company consists of Mr. Yang Jie (as the chairman and chief executive officer); Mr. Liu Aili (as the president and chief operating officer); Mr. Ke Ruiwen, Mr. Gao Tongqing and Mr. Chen Zhongyue (all as the executive vice presidents); Mr. Chen Shengguang (as the non-executive director); Mr. Tse Hau Yin, Aloysius, Mr. Xu Erming and Madam Wang Hsuehming (all as the independent non-executive directors).

A-6