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## CHINA MOBILE LIMITED

中國移動有限公司

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**(Stock Code: 941)**

### **CLOSURE OF REGISTER OF MEMBERS AND ANNOUNCEMENT IN RELATION TO THE WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT ENTERPRISES IN RESPECT OF THE PROPOSED 2014 FINAL DIVIDEND**

Reference is made to the 2014 annual results announcement of China Mobile Limited (the “**Company**”) published on 19 March 2015. The board of directors of the Company (the “**Board**”) proposed to pay a final dividend of HK\$1.380 per share for the financial year ended 31 December 2014 (the “**2014 Final Dividend**”). The 2014 Final Dividend is subject to shareholders’ approval at the annual general meeting of the Company to be held on Thursday, 28 May 2015 (the “**2015 AGM**”). The notice of the 2015 AGM, the accompanying circular and the proxy form will be despatched to shareholders in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

This announcement constitutes a notice pursuant to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

#### **Closure of Register of Members**

**Notice** is hereby given that the register of members of the Company will be closed during the following periods:

- i. from Friday, 22 May 2015 to Thursday, 28 May 2015 (both days inclusive) for the purpose of ascertaining shareholders’ entitlement to attend and vote at the 2015 AGM. In order to be eligible to attend and vote at the 2015 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2015; and

- ii. from Monday, 8 June 2015 to Wednesday, 10 June 2015 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the 2014 Final Dividend. In order to qualify for the 2014 Final Dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 5 June 2015.

Subject to the approval by shareholders at the 2015 AGM, the 2014 Final Dividend will be paid on or about 30 June 2015 to those shareholders on the register of members on 10 June 2015 (the “**Record Date**”).

### **Withholding and Payment of Enterprise Income Tax For Non-Resident Enterprise in Respect of the 2014 Final Dividend**

Pursuant to the “Enterprise Income Tax Law of the People's Republic of China” (the “**Enterprise Income Tax Law**”), the “Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China” and the “Notice regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management”, the Company is required to withhold and pay 10 per cent. enterprise income tax when it distributes the 2014 Final Dividend to its non-resident enterprise shareholders. The withholding and payment obligation lies with the Company. In respect of all shareholders whose names appear on the Company's register of members as at the Record Date who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-resident enterprise shareholders), the Company will distribute the 2014 Final Dividend after deducting an enterprise income tax of 10 per cent. The Company will not withhold and pay the income tax in respect of the 2014 Final Dividend payable to any natural person shareholders whose names appear on the Company's register of members as at the Record Date. However, the Company is in the process of discussing with the relevant PRC authorities regarding the arrangement (if any) relating to withholding tax in respect of the 2014 Final Dividend to be paid by the Company to the investors who invest in the shares in the Company listed on the Main Board of The Stock Exchange of Hong Kong Limited through the Shanghai Stock Exchange. The Company will make further announcement(s) as soon as practicable after the relevant arrangement is confirmed.

If any resident enterprise (as defined in the Enterprise Income Tax Law) listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold and pay the said 10 per cent. enterprise income tax, it shall lodge with Hong Kong Registrars Limited documents from its governing tax authority confirming that the Company is not required to withhold and pay enterprise income tax in respect of the dividend that it is entitled at or before 4:30 p.m. on Friday, 5 June 2015.

Investors should read this announcement carefully. If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

By Order of the Board  
**China Mobile Limited**  
**Wong Wai Lan, Grace**  
*Company Secretary*

Hong Kong, 19 March 2015

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Xi Guohua, Mr. Li Yue, Mr. Xue Taohai, Mr. Sha Yuejia and Mr. Liu Aili as executive directors and Dr. Lo Ka Shui, Mr. Frank Wong Kwong Shing, Dr. Moses Cheng Mo Chi and Mr. Paul Chow Man Yiu as independent non-executive directors.*