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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**BUY-BACK MANDATE  
RE-ELECTION OF DIRECTORS  
PROVISION OF EXTERNAL GUARANTEES  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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The annual general meeting will be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. A notice of the annual general meeting is set out on pages AGM-1 to AGM-4 of this circular. The form of proxy for use at the annual general meeting has been despatched to holders of Hong Kong Shares together with this circular and also published on the websites of the Hong Kong Stock Exchange and the Company. Whether or not you intend to attend the annual general meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. The form of proxy should be deposited at the Company's registered office at 60/F, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or at any adjournment thereof should you so wish.



# 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)

*Executive Directors:*

YANG Jie (Chairman)

DONG Xin (Chief Executive Officer)

LI Pizheng

LI Ronghua (Chief Financial Officer)

*Registered Office:*

60/F, The Center

99 Queen's Road Central

Hong Kong

*Independent Non-executive Directors:*

Stephen YIU Kin Wah

YANG Qiang

Carmelo LEE Ka Sze

Margaret LEUNG KO May Yee

13 April 2023

*To the Shareholders*

Dear Sir or Madam,

## 1. BUY-BACK MANDATE

This section of this circular is the explanatory statement required to be sent by China Mobile Limited (the “**Company**”) to shareholders under the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) in connection with the proposed ordinary resolution set out in item 7 of the notice of the annual general meeting dated 13 April 2023 (the “**AGM Notice**”) for the approval of the renewal of the general mandate for buy-back of shares. This circular also constitutes the memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”). In this circular, “**Hong Kong Shares**” means shares in the Company listed on the Main Board of the Hong Kong Stock Exchange; “**RMB Shares**”, also known as “**A Shares**”, means shares in the Company listed on the Main Board of the Shanghai Stock Exchange; and “**Shares**” means all shares in the capital of the Company, including Hong Kong Shares and RMB Shares.

### **Modification to Rule 13.36(2)(b) of the Hong Kong Listing Rules in respect of the Company**

As disclosed in the Company’s announcement dated 17 May 2021 and circular dated 24 May 2021, in connection with the Company’s initial public offering of RMB Shares and listing on the Shanghai Stock Exchange which was completed on 5 January 2022, the Company applied for, and the Hong Kong Stock Exchange granted, a one-off waiver so that there was no need to seek listing on the Hong Kong Stock Exchange of the RMB Shares issued under such initial public offering subject to certain conditions. One of such conditions is that Rule 13.36(2)(b) of the Hong Kong Listing Rules is modified in respect of the Company such that all the shareholders can, by ordinary

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## LETTER FROM THE BOARD

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resolution in a general meeting of holders of both Hong Kong Shares and RMB Shares voting as a single class, give a buy-back mandate to the directors of the Company under which the maximum number of Hong Kong Shares bought back by the Company since the granting of such mandate will be 10% of the number of the issued Hong Kong Shares as at the date of the resolution granting the buy-back mandate and the 10% buy-back mandate will be used for buying back Hong Kong Shares only (as opposed to all Shares).

### **Exercise of the Buy-back Mandate**

The board of directors of the Company (the “**Board**”) believes that the flexibility afforded by the mandate granted to it if the ordinary resolution set out in item 7 of the AGM Notice (the “**Buy-back Mandate**”) is passed would be beneficial to the Company and its shareholders as a whole.

It is proposed that up to 10 per cent. of the number of issued Hong Kong Shares on the date of the passing of the resolution to approve the Buy-back Mandate may be bought back. As at 28 March 2023 (being the latest practicable date prior to the printing of this circular, the “**Latest Practicable Date**”), 20,464,723,777 Hong Kong Shares were issued. On the basis of such figure, the Board would be authorised to buy back up to 2,046,472,377 Hong Kong Shares during the period up to the date of the next annual general meeting in 2024, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Buy-back Mandate by an ordinary resolution of the shareholders at a general meeting of the Company, whichever of these three events occurs first.

### **Reasons for Buy-backs**

Buy-backs of Hong Kong Shares will only be made when the Board believes that such a buy-back will benefit the Company and its shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

### **Funding of Buy-backs**

Buy-backs pursuant to the Buy-back Mandate would be financed entirely from the Company’s available cash flow or working capital facilities. Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its articles of association (the “**Articles of Association**”) and the laws of Hong Kong, including distributable profits. Under the Companies Ordinance, a company’s distributable profits, in relation to the making of a payment by the company, are those profits out of which the company could lawfully make a distribution equal in value to the payment.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2022 dated 23 March 2023) in the event that the Buy-back Mandate is exercised in full. However, the Board does not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Board are from time to time appropriate for the Company.

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## LETTER FROM THE BOARD

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### **Disclosure of Interests**

None of the directors of the Company, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates, have any present intention, if the Buy-back Mandate is approved by the shareholders of the Company, to sell any Hong Kong Shares to the Company or its subsidiaries.

No core connected persons (as defined in the Hong Kong Listing Rules) have notified the Company that they have a present intention to sell Hong Kong Shares to the Company, nor have they undertaken not to do so, if the Buy-back Mandate is approved by the shareholders of the Company.

### **Directors' Undertaking**

The Board has undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, it will exercise the Buy-back Mandate in accordance with the Hong Kong Listing Rules and the applicable laws of Hong Kong.

### **Share Buy-backs Made by the Company**

No buy-backs of Shares have been made by the Company in the six months immediately preceding and including the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

### **Takeovers Code Consequences**

If as a result of a buy-back of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder, or group of shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Board is aware of the consequences arising under the Takeovers Code of any buy-back.

As at the Latest Practicable Date, the ultimate controlling shareholder of the Company, China Mobile Communications Group Co., Ltd. ("**CMCC**"), was recorded in the registers required to be kept by the Company under section 336 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") as having an interest in 14,916,325,052 Shares (including 26,208,210 RMB Shares directly held by CMCC and 14,890,116,842 Hong Kong Shares held by CMCC through its subsidiary, China Mobile Hong Kong (BVI) Limited), representing approximately 69.81 per cent. of the number of issued Shares of the Company as at that date. In the event that the Buy-back Mandate is exercised in full and assuming that there is no change in the number of Shares held by CMCC, the shareholding of CMCC in the Company will be increased to approximately 77.20 per cent. of the reduced number of issued Shares of the Company immediately after the exercise in full of the Buy-back Mandate. The Board is not aware of any consequences in relation to CMCC which would arise under the Takeovers Code as a result of such Share buy-back by the Company. In addition, in exercising the Buy-back Mandate (whether in full or otherwise), the Board will ensure that the Company shall comply with the requirements of the Hong Kong Listing Rules, including the minimum percentage of Shares being held in public hands.

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## LETTER FROM THE BOARD

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### Market Prices

The highest and lowest prices at which the Hong Kong Shares were traded on the Hong Kong Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Traded market price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
March	57.10	47.80
April	56.10	51.15
May	53.00	50.00
June	50.90	48.70
July	50.80	48.50
August	53.15	48.90
September	52.65	49.15
October	50.95	46.80
November	52.80	46.85
December	53.40	50.75
<b>2023</b>		
January	57.50	51.20
February	59.45	55.80
March (up to and including the Latest Practicable Date)	66.10	58.90

### Extension of Share Issue Mandate

An ordinary resolution as set out in item 9 of the AGM Notice will also be proposed at the annual general meeting authorising the Board to increase the maximum number of new Hong Kong Shares which may be issued under the general mandate for the issuance and allotment of Hong Kong Shares by adding to it the number of any Hong Kong Shares bought back pursuant to the Buy-back Mandate.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

Pursuant to Article 113 of the Articles of Association, Mr. LI Pizheng, Mr. Carmelo LEE Ka Sze and Mrs. Margaret LEUNG KO May Yee will hold office until the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election. Besides, pursuant to Article 109 of the Articles of Association, Mr. LI Ronghua and Mr. Stephen YIU Kin Wah will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

The biographies of the directors proposed for re-election at the forthcoming annual general meeting (the “**Directors for Re-election**”) are set out in Appendix I to this circular. Except as disclosed in such biographies, the Directors for Re-election have not held any other directorships in any listed public companies in the last three years. Further, except as noted in the biographies, none of the Directors for Re-election is connected with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mrs. Margaret LEUNG KO May Yee held 20,000 Shares in the Company. Save as disclosed above, none of the Directors for Re-election has any interests in the shares of the Company within the meaning of Part XV of the SFO.

The service contracts of all the Directors for Re-election do not provide for a specified length of service, and each of the Directors for Re-election will be subject to retirement by rotation and re-election at annual general meetings of the Company every three years. Each of the Directors for Re-election is entitled to an annual director’s fee of HK\$180,000 as proposed by the Board and approved by the shareholders of the Company. Director’s fees are payable on a time pro-rata basis for any non-full year’s service. Mr. LI Pizheng and Mr. LI Ronghua have voluntarily waived their annual director’s fees. The remuneration of the Directors for Re-election has been determined with reference to the individual’s duties, responsibilities and experience, and to prevailing market conditions.

None of the Directors for Re-election has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than under normal statutory obligations.

Save as disclosed above, there are no other matters relating to the re-election of the Directors for Re-election that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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### 3. PROVISION OF EXTERNAL GUARANTEES

An ordinary resolution will be proposed at the annual general meeting to approve the Company's plan to provide guarantees in 2023 to subsidiaries with liabilities-to-assets ratios exceeding 70%.

#### Summary of the Guarantees

To meet daily operational and production needs, China Mobile Group Finance Co., Ltd. (“**China Mobile Finance**”) and China Mobile International Limited (“**China Mobile International**”), both being subsidiaries of the Company, propose to provide new guarantee facilities in 2023 to certain subsidiaries of the Company whose liabilities-to-assets ratios exceeded 70% with a total amount of no more than RMB320 million (or its equivalent in foreign currencies) in 2023. Details are as follows:

Guarantor	Type	Guaranteed party(ies)	Total amount of guarantees
China Mobile Finance	Liabilities-to-assets ratios of the guaranteed parties exceeded 70%	China Mobile Group Jilin Co., Ltd., China Mobile Group Xizang Co., Ltd., China Mobile Group Qinghai Co., Ltd., China Mobile Group Ningxia Co., Ltd., China Mobile Group Xinjiang Co., Ltd., MIGU Company Limited, China Mobile Internet Company Limited, China Mobile Financial Technology Co., Ltd., China Mobile System Integration Co., Ltd., China Mobile Information System Integration Co., Ltd., among others	No more than RMB260 million (or its equivalent in foreign currencies)
China Mobile International	Liabilities-to-assets ratios of the guaranteed parties exceeded 70%	China Mobile International Infrastructure (SG1) Pte. Ltd., PT Indonesia China Mobile, among others	No more than RMB60 million (or its equivalent in foreign currencies)

China Mobile Finance and China Mobile International may re-allocate the total amount of guarantees set out above among subsidiaries of the Company in accordance with their actual business operations. A guaranteed party whose liabilities-to-assets ratio exceeds 70% at the time of such re-allocation can only share the amount of guarantees with a guaranteed party whose liabilities-to-assets ratio exceeds 70% as at this annual general meeting.

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## LETTER FROM THE BOARD

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Pursuant to the relevant requirements under the Articles of Association and of the Shanghai Stock Exchange, the Board had approved the provision of new guarantee facilities by China Mobile Finance and China Mobile International to guaranteed parties whose liabilities-to-assets ratio exceeded 70%, which is subject to approval at a general meeting.

The said new guarantee facilities shall be valid from the date of approval at this annual general meeting up to the next annual general meeting in 2024.

### **Principal Terms of the Guarantees**

Guarantees proposed to be provided by subsidiaries of the Company to the said guaranteed parties are non-financial guarantees, and principally involve granting of letters of guarantee by China Mobile Finance or in relation to overseas engineering and construction bids. Specific guaranteed party(ies), guaranteed amounts per transaction, duration of guarantees and other related matters are subject to guarantee agreements to be entered into. The Company will review and approve guarantees strictly in accordance with relevant requirements under relevant laws, regulations and policies, and strictly control its risk exposure.

### **Opinion of the Board**

The Company's external guarantees plan for 2023 had been approved by the Board. The Company's independent non-executive directors expressed their independent opinion of approval of the relevant resolution.

## **4. WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

The work report of the independent non-executive directors for the year ended 31 December 2022 will be received at the annual general meeting. For the full text of the report, please refer to the 2022 Work Report of the Independent Non-executive Directors of China Mobile Limited published in Chinese only on the websites of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)), the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinamobileltd.com](http://www.chinamobileltd.com)) on 23 March 2023.

Yours faithfully  
**Wong Wai Lan, Grace**  
*Company Secretary*



**BIOGRAPHIES OF THE DIRECTORS PROPOSED FOR RE-ELECTION AT THE FORTHCOMING ANNUAL GENERAL MEETING****EXECUTIVE DIRECTORS****MR. LI PIZHENG**

Age 58, Executive Director of the Company, joined the Board of Directors of the Company in May 2022, principally in charge of human resources and inspection matters. He is also a Director of CMCC and China Mobile Communication Co., Ltd. (“CMC”). Mr. Li formerly served as a deputy director of Shaanxi Post Bureau, director of Information Technology Bureau of the State Post Bureau of China, director of Information Technology Bureau of China Post Corporation (restructured into China Post Group Co., Ltd. in 2019) (“China Post”), President of Anhui Post, Chairman of Anhui Postal Express & Logistics Co., Ltd., Vice President and Director of China Post. Mr. Li received a Bachelor’s degree in Engineering from Beijing Institute of Posts and Telecommunications in 1984, and a Master of Business Administration degree from Xi’an Jiaotong University in 1998. Mr. Li is a professor-level senior engineer with many years’ experience in the postal and telecommunications industry.

**MR. LI RONGHUA**

Age 57, Executive Director and Chief Financial Officer of the Company, joined the Board of Directors of the Company in October 2020, principally in charge of finance, internal audit and securities affairs of the Company. Currently he is also the Chief Accountant of CMCC, and a director and Vice President of CMC. Mr. Li formerly served as Vice Manager and Manager of Finance and Assets Department of State Grid Corporation of China, Deputy General Accountant of State Grid Corporation of China, Director and Chairman of State Grid Overseas Investment Limited (Hong Kong), and Chairman of State Grid Yingda International Holdings Group Ltd. During the period between December 2019 and September 2020, Mr. Li had served as the Head of the preparatory team, and Director and Chairman of State Grid Yingda Co., Ltd. (listed in Shanghai). Mr. Li received a Bachelor’s degree in Accounting from Zhongnan University of Economics in 1998, and an Executive Master of Business Administration degree from Wuhan University in 2004.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****MR. STEPHEN YIU KIN WAH, JP**

Age 62, Independent Non-Executive Director of the Company, joined the Board of Directors of the Company in March 2017, and now also the Chairman of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee. Mr. Yiu is currently the Chairman of the Hong Kong Insurance Authority, a director of Hong Kong Academy of Finance, an Independent Non- Executive Director of Hong Kong Exchanges and Clearing Limited and ANTA Sports Products Limited, a Council member and the Treasurer of The Hong Kong University of Science and Technology, and a member of the Exchange Fund Advisory Committee of The Hong Kong Monetary Authority and ICAC Complaints Committee. Mr. Yiu joined the global accounting firm KPMG (“KPMG”) in Hong Kong in 1983 and was seconded to KPMG in London, the United Kingdom from 1987 to 1989. Mr. Yiu became a partner of KPMG in 1994, served as the Partner in Charge of Audit of KPMG from 2007 to 2010, and served as the Chairman and Chief Executive Officer of KPMG China and Hong Kong as well as a member of the Executive Committee and the Board of KPMG International and KPMG Asia Pacific from April 2011 to

March 2015. Mr. Yiu formerly also served as a member of the Audit Profession Reform Advisory Committee and the Mainland Affairs Committee of the Hong Kong Institute of Certified Public Accountants. Mr. Yiu is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yiu received a professional diploma in accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1983, and holds a master's degree in business administration from the University of Warwick in the United Kingdom.

**MR. CARMELO LEE KA SZE, JP**

Age 62, Independent Non-Executive Director of the Company, joined the Board of Directors of the Company in May 2022, and also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. Lee has been a partner of Messrs. Woo Kwan Lee & Lo since 1989 and is currently a Non-Executive Director of Safety Godown Company, Limited and Playmates Holdings Limited, an Independent Non-Executive Director of KWG Group Holdings Limited and S.F. Holding Co., Ltd., and Company Secretary of Shenzhen Investment Limited. Mr. Lee is also a member of Chairmen pool of the Listing Review Committee of The Stock Exchange of Hong Kong Limited, a member of the InnoHK Steering Committee of the Innovation and Technology Commission, a Chairman of the Appeal Tribunal Panel (Buildings), as well as a member of the Campaign Committee of The Community Chest of Hong Kong. Mr. Lee previously served as a Non-Executive Director of CSPC Pharmaceutical Group Limited, and an Independent Non-Executive Director of China Pacific Insurance (Group) Co., Ltd and Esprit Holdings Limited. Mr. Lee is qualified as a solicitor in Hong Kong, England and Wales, Singapore and Australian Capital Territory, and received a Bachelor's degree in Laws and a Postgraduate Certificate in Laws from The University of Hong Kong in 1982 and 1983, respectively.

**MRS. MARGARET LEUNG KO MAY YEE, SBS, JP**

Age 70, Independent Non-Executive Director of the Company, joined the Board of Directors of the Company in May 2022, and also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. She is currently an Independent Non-Executive Director of First Pacific Company Limited, Sun Hung Kai Properties Limited and Agricultural Bank of China Limited. Mrs. Leung is a Non-Official Member of the Executive Council of the Hong Kong Special Administrative Region, Chairman of the Advisory Committee on Arts Development, a member of the Culture Commission, a member of the Public Service Commission, a member of the Advisory Committee on Post-office Employment for Former Chief Executives and Politically Appointed Officials, a non-ex officio member of The Law Reform Commission of Hong Kong, as well as a Council member, Treasurer, Chairman of the Finance Committee and a member of the Human Resource Policy Committee of The University of Hong Kong. Mrs. Leung formerly served as Group General Manager and Global Co-Head of Commercial Banking of HSBC Holdings plc, Vice-Chairman and Chief Executive of Hang Seng Bank Limited, as well as Deputy Chairman, Managing Director and Chief Executive of Chong Hing Bank Limited. She had also served as an Independent Non-Executive Director of Swire Pacific Limited, Hutchison Whampoa Limited, China Construction Bank Corporation, QBE Insurance Group Limited, Hong Kong Exchanges and Clearing Limited and Li & Fung Limited. Mrs. Leung received a Bachelor's degree in Economics, Accounting and Business Administration from The University of Hong Kong in 1975.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

## NOTICE OF THE ANNUAL GENERAL MEETING

**Notice is hereby given** that the Annual General Meeting of China Mobile Limited (the “**Company**”) will be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. for the following purposes. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as ascribed to them in the circular dated 13 April 2023 issued by the Company (the “**Circular**”).

### ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Annual Reports (including the audited consolidated financial statements, the Report of the Directors and the Report of the Auditors for the year ended 31 December 2022) of the Company.
2. To consider and approve the profit distribution plan of the Company and declare a final dividend for the year ended 31 December 2022.
3. To consider and approve the authorization to the Board to determine interim profit distribution of the Company for the year ending 31 December 2023.
4. To re-elect executive directors.
5. To re-elect independent non-executive directors.
6. To re-appoint KPMG and KPMG Huazhen LLP as the auditors of the Group, and to authorize the Board to fix their remuneration.
7. To give a general mandate to the Board to buy back Hong Kong Shares not exceeding 10% of the number of issued Hong Kong Shares:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to buy back Hong Kong Shares be and is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the aggregate number of Hong Kong Shares which may be bought back on the Hong Kong Stock Exchange or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the number of issued Hong Kong Shares on the date of passing this resolution, and the said approval shall be limited accordingly;
  - (c) for the purpose of this resolution “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
    - (1) the conclusion of the next annual general meeting of the Company; or
    - (2) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
    - (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
8. To give a general mandate to the Board to allot, issue and deal with additional Hong Kong Shares not exceeding 20% of the number of issued Hong Kong Shares:

“**THAT** a general mandate be and is hereby unconditionally given to the Board to exercise full powers of the Company to allot, issue and deal with additional Hong Kong Shares (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (ii) the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the aggregate number of Hong Kong Shares allotted shall not exceed the aggregate of:

- (a) 20 per cent. of the number of issued Hong Kong Shares on the date of passing this resolution, plus
- (b) (if the Board is so authorized by a separate ordinary resolution of the shareholders of the Company) the number of Hong Kong Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Hong Kong Shares on the date of passing this resolution).

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## NOTICE OF THE ANNUAL GENERAL MEETING

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Such mandate shall expire at the earlier of:

- (1) the conclusion of the next annual general meeting of the Company; or
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (3) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”
9. To extend the general mandate granted to the Board to allot, issue and deal with Hong Kong Shares by the number of Hong Kong Shares bought back:

“**THAT** the Board be and is hereby authorized to exercise the powers of the Company referred to in the resolution set out in item 8 in the notice of the annual general meeting in respect of the Hong Kong Shares referred to in paragraph (b) of such resolution.”

10. To consider and approve the external guarantees plan for 2023.

### AS REPORTING DOCUMENT

11. To receive the work report of the independent non-executive directors for the year ended 31 December 2022.

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

13 April 2023

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the annual general meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registered office at 60/F, The Center, 99 Queen's Road Central, Hong Kong not less than 24 hours before the time for holding the annual general meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
3. The Board has recommended a final dividend of HK\$2.21 per share for the year ended 31 December 2022 and, if such dividend is declared by the members passing resolution number 2, it will be paid on or about Monday, 26 June 2023 to those holders of Hong Kong Shares on the register of members on Tuesday, 13 June 2023 (the "**Record Date**"). Holders of Hong Kong Shares should read the announcement issued by the Company on 23 March 2023 regarding the closure of register of members for Hong Kong Shares and the withholding and payment of enterprise income tax for non-resident enterprises in respect of the proposed 2022 final dividend.
4. To ascertain entitlement of holders of Hong Kong Shares to attend and vote at the annual general meeting, the register of members of the Company for the Hong Kong Shares will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023 (both days inclusive). In order to be eligible to attend and vote at the annual general meeting, all transfers of Hong Kong Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong 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, 18 May 2023.  
  
To ascertain entitlement of holders of Hong Kong Shares to the 2022 final dividend upon passing resolution number 2, the register of members of the Company for the Hong Kong Shares will be closed from Friday, 9 June 2023 to Tuesday, 13 June 2023 (both days inclusive). In order to qualify for the 2022 final dividend, all transfers of Hong Kong Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong 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, 8 June 2023.
5. Concerning resolution number 7 above, the Board wishes to state that the Board will exercise the powers conferred thereby to buy back Hong Kong Shares in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its Hong Kong Shares, as required by the Hong Kong Listing Rules, is set out in the Circular.
6. Holders of RMB Shares should refer to announcement(s) which the Company may from time to time publish on the websites of the Shanghai Stock Exchange and the Company with respect to annual general meeting and 2022 final dividend arrangements applicable to holders of RMB Shares.
7. Members or proxies who attend the meeting in person will each receive a small souvenir as a token of appreciation. If a member is also appointed as a proxy of other member(s), or a proxy represents multiple members, the number of souvenirs each of the aforesaid member or proxy will receive is still limited to ONE.