

CHINA MOBILE LTD /ADR/  
Form 20-F  
April 25, 2014  
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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, 2013

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**

**Telephone: (852) 3121-8888**

**Fax: (852) 2511-9092**

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

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

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**Title of Each Class**  
**Ordinary shares, par value HK\$0.10 per share**

**Name of Each Exchange on Which Registered**  
**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, 2013, 20,102,539,665 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.

U.S. GAAP

International Financial Reporting Standards as issued

Other

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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 network expansion and capital expenditure plans;

the expected impact of any acquisitions or other strategic transactions;

our provision of services, including 3G and 4G services and services based on evolution of 3G and 4G technology, and our ability to attract customers to these services;

our objectives and strategies for the development of our terminal procurement and distribution business;

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, 4G and future generations of mobile telecommunications technologies, including future development in, and availability of, terminals that support our provision of services based on 3G, 4G and future generations of mobile telecommunications technologies;

the expected impact of the potential implementation in China of value-added tax on our business, financial condition and results of operations;

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 words, 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.

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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, including the risk factors set forth in Item 3. Key Information Risk Factors .

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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, 2013. 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, 2011, 2012 and 2013 and the selected historical consolidated balance sheet data as of December 31, 2012 and 2013 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, 2009 and 2010 and the selected historical consolidated balance sheet data as of December 31, 2009, 2010 and 2011 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.

	2009 RMB	As of or for the year ended December 31,				2013 US\$
		2010 RMB	2011 RMB	2012 RMB	2013 RMB	
		(in millions, except share, per share and per ADS information)				
<b>Consolidated Statement of Comprehensive Income Data:</b>						
Operating revenue <sup>(1)</sup>	459,857	492,743	537,806	581,835	630,177	104,098
Operating expenses <sup>(1)</sup>	311,069	339,653	383,948	429,105	494,528	81,690
Profit from operations	148,788	153,090	153,858	152,730	135,649	22,408
Profit before taxation	153,836	159,071	166,582	171,300	158,579	26,195
Taxation	(38,413)	(39,047)	(40,603)	(41,919)	(36,776)	(6,075)
Profit for the year attributable to equity shareholders	115,166	119,640	125,870	129,274	121,692	20,102
Basic earnings per share <sup>(2)</sup>	5.74	5.96	6.27	6.43	6.05	1.00
Diluted earnings per share <sup>(2)</sup>	5.67	5.89	6.20	6.36	5.98	0.99
Basic earnings per ADS <sup>(2)</sup>	28.71	29.82	31.36	32.17	30.27	5.00
Diluted earnings per ADS <sup>(2)</sup>	28.35	29.44	30.98	31.78	29.91	4.94



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	2009 RMB	2010 RMB	2011 RMB	2012 RMB	2013 RMB	2013 US\$
	(in millions, except share, per share and per ADS information)					
Number of shares utilized in basic calculation (in thousands)	20,057,674	20,062,910	20,068,194	20,090,824	20,101,232	20,101,232
Number of shares utilized in diluted calculation (in thousands)	20,312,459	20,321,332	20,315,252	20,341,516	20,343,120	20,343,120
<b>Consolidated Balance Sheet Data:</b>						
Working capital <sup>(3)</sup>	77,500	66,202	109,441	148,797	96,276	15,904
Cash and cash equivalents	78,894	87,543	86,259	70,906	44,931	7,422
Bank deposits	185,613	204,803	246,687	331,997	374,977	61,942
Accounts receivable	6,405	7,632	9,165	11,722	13,907	2,297
Property, plant and equipment	360,075	385,296	408,165	430,509	479,227	79,163
Total assets	751,368	861,935	952,558	1,052,109	1,167,392	192,839
Bonds - current portion <sup>(4)</sup>		4,981				
non-current portion	9,918	4,982	4,984	4,986	4,989	824
Deferred consideration payable <sup>(5)</sup>	23,633	23,633	23,633	23,633		
Total liabilities	243,734	284,532	302,139	326,800	376,668	62,221
Share capital	2,139	2,139	2,140	2,142	2,142	354
Shareholders' equity	506,748	576,157	649,064	723,447	788,773	130,296
<b>Other Financial Data:</b>						
Capital expenditures and land lease prepayments <sup>(6)</sup>	116,675	114,338	124,414	125,024	140,041	23,133
Net cash generated from operating activities	207,123	231,379	226,756	230,709	224,985	37,165
Net cash used in investing activities	(165,927)	(171,572)	(169,356)	(191,176)	(171,475)	(28,326)
Net cash used in financing activities	(49,774)	(51,051)	(58,420)	(54,897)	(79,431)	(13,121)
Dividend declared	49,544	51,818	54,298	55,821	52,675	8,701
Dividend declared per share (RMB)	2.471	2.595	2.730	2.773	2.621	0.43
Dividend declared per share (HK\$)	2.804	3.014	3.327	3.411	3.311	0.43

- (1) Prior to 2013, the sales of products were incidental to our telecommunications services. In 2013, our sales of products have become more than incidental as a result of our business development, and accordingly we present the revenue from sales of products and related cost of products sold separately with the comparative figures also being presented on the same basis. Such change in presentation had no impact on reported profit or net assets for any of the years presented.
- (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 2009, 2010, 2011, 2012 and 2013. 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.
- (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. The deferred consideration was fully repaid by December 31, 2013. 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 RMB6.0537 = US\$1.00 and HK\$7.7539 = 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 31, 2013. 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 RMB6.2240 = US\$1.00 and HK\$7.7539 = US\$1.00, respectively, on April 18, 2014. 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**

	<b>RMB per US\$1.00</b>			<b>HK\$ per US\$1.00</b>	
	<b>High</b>	<b>Low</b>		<b>High</b>	<b>Low</b>
October 2013	6.1209	6.0815	October 2013	7.7545	7.7524
November 2013	6.0993	6.0903	November 2013	7.7535	7.7512
December 2013	6.0927	6.0537	December 2013	7.7550	7.7517
January 2014	6.0600	6.0402	January 2014	7.7663	7.7534
February 2014	6.1448	6.0591	February 2014	7.7645	7.7547
March 2014	6.2273	6.1183	March 2014	7.7669	7.7563
April 2014 (up to April 18, 2014)	6.2240	6.1966	April 2014 (up to April 18, 2014)	7.7568	7.7525

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 2009, 2010, 2011, 2012 and 2013 calculated by averaging the noon buying rates on the last day of each month during the relevant year.

**Average Noon Buying Rate**

	<b>RMB per US\$1.00</b>	<b>HK\$ per US\$1.00</b>
2009	6.8295	7.7513
2010	6.7603	7.7692
2011	6.4475	7.7793
2012	6.2990	7.7556
2013	6.1412	7.7565

**Risk Factors**

The following factors, and those factors described in our 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 the value of our ordinary shares and ADSs.

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*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 recent years, we have experienced a lower rate of growth as measured by our revenue, and in 2013, we experienced a decrease in profit from operations, profit before taxation and net profit, as well as a decrease in market share, compared to 2012. 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 90.8% as of December 31, 2013. Moreover, the restructuring of the telecommunications industry in 2008 and measures adopted by the PRC government in 2013 that permit certain operators approved by the MIIT, which are commonly referred to as the mobile virtual network operators, or MVNOs, to lease and repackage mobile services for sale to end customers, have significantly changed the competitive landscape in the telecommunications industry in Mainland China and have resulted and will result in further intensified competition among existing industry participants as well as increasing competition from providers offering telecommunications services using alternative technologies, in particular Internet service providers. 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. In addition, our costs for the provision of telecommunications services may increase in order for us to maintain our growth. Our efforts to achieve growth could be hampered and our profitability may decrease if we are unable to compete effectively with other telecommunications services providers and Internet service 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.

*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 2008, 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. Both China Telecom and China Unicom are full-service telecommunications services providers that have had permission to operate both fixed-line telecommunications networks and mobile telecommunications networks since 2008, whereas CMCC received permission from the MIIT to operate fixed-line telecommunications services on December 4, 2013. 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. 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 to 62.1% as of December 31, 2013. 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. Moreover, 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.

Moreover, the PRC government recently implemented a number of measures that permit certain operators approved by the MIIT to lease and repackage mobile services for sale to end customers. On May 17, 2013, the MIIT announced that it would accept applications from non-State-owned companies to, on a trial basis, lease mobile services from China Unicom, China Telecom or us and provide mobile services to end customers after repackaging these services. The trial period will end on December 31, 2015, subject to further adjustment by MIIT. In December 2013 and February 2014, the applications of 19 applicants to lease and repackage mobile services and provide mobile services to end customers were approved. Approved applicants included Jingdong Century Trading Co., which operates one of Mainland China's largest e-commerce sites, Net.cn, a subsidiary of Alibaba Group, one of Mainland China's largest e-commerce companies, and Suning and GOME, two leading retail franchises in Mainland China. We are currently negotiating a number of similar prospective arrangements. The MIIT plans to accept applications until July 1, 2014 and may approve additional applications. We may face intense competition from these new mobile

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network operators in light of such policy and decisions by the MIIT. In particular, increased competition may cause tariff rates to decline, which may adversely affect our business, financial condition and results of operations.

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Our ability to compete effectively will depend on how successfully we respond to various factors affecting the telecommunications industry in Mainland China, including changes in consumer preferences and demand for existing services. We cannot assure you that the measures we are taking in response to these competitive challenges will achieve the expected results.

***Rapid development of new technologies, new services and products, and new business models, including Over The Top products such as instant voice and messaging services, may have a material adverse effect on our business, financial condition and results of operations.***

The rapid development of new technologies, new services and products, and new business models has begun to eliminate the distinctions between local, long distance, wireless, cable and Internet communication services and bring new competitors into the telecommunications market. As a result, we are subject to increasing competition from non-traditional telecommunications services providers, such as Internet service providers and mobile software and applications developers, as they gain an increasing share of the telecommunication industry value chain. These new competitors compete against us in both voice and data businesses by offering mobile Internet access, Over The Top products such as instant voice and messaging services, and other mobile services. See Changes in technology and business models may render our current technologies and business model obsolete and intensify competition from telecommunications services providers that use alternative technologies, which could materially and adversely affect on our business and market position.

Revenue generated from wireless data traffic grew substantially in 2013, partly due to increased penetration of smartphones and improvements in our services provided on our upgraded networks. However, there is no guarantee that our wireless data traffic business will continue to grow at a high speed or that any increase in revenue generated from wireless data traffic will offset any decrease in our voice services revenue and revenue generated from SMS and MMS. We cannot assure you that the measures we are taking in response to these challenges will achieve the results we expect.

***The TD-SCDMA industry chain requires further development. As a result, we have encountered and may continue to encounter challenges in the deployment of our 3G services.***

We are committed to developing and carrying on 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. However, 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 CDMA 2000, technologies, both of which are widely used 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 as competitive as the WCDMA or CDMA 2000 technology, or otherwise ends up not being 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 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.

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. 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.

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***We may encounter difficulties and challenges in developing and implementing TD-LTE technologies and developing our 4G services.***

We are developing and carrying on our 4G business based on the TDD mode long-term evolution, or TD-LTE, technology. On December 4, 2013, the MIIT granted to CMCC, China Telecom and China Unicom permission to operate TD-LTE businesses, and CMCC received permission to operate a TD-LTE business through us. Subsequently, we launched our TD-LTE business. As of December 31, 2013, we have launched TD-LTE services in 16 cities in Mainland China, and the number of cities where we have launched TD-LTE services continues to increase. As of March 31, 2014, the number of 4G customers has reached 2,793,000. We expect that the number of TD-LTE base stations that we have in Mainland China will reach approximately 500,000 by the end of 2014. However, our ability to successfully deploy and deliver 4G services depends on various factors, including the maturity level of TD-LTE technology and availability of terminals. We may encounter unexpected technological difficulties and risks in developing and implementing new telecommunications technologies, including 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, data cards and other terminals such as MiFi, which is a wireless router acting as mobile Wi-Fi hotspot, and customer-premises equipment, to meet the demand of our business development based on TD-LTE technology. As a result, we cannot assure you that our plan to implement TD-LTE technology and provide telecommunications services based on TD-LTE technology will achieve expected results.

In addition, we expect to make substantial investments in the development of our 4G services, including construction of infrastructure networks and base stations. Accordingly, the amount of our capital expenditures in future years could remain high. We expect that 33% of our capital expenditures in 2014, or RMB74.9 billion, will be used in the construction of our TD-LTE mobile communication networks. See Item 5. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Expenditures for more information on our expected capital expenditures. If we are unable to launch and provide 4G services in a commercially viable manner and on a timely basis, our ability to realize benefits from our significant capital investment and expenses in our networks and 4G services will be limited, and our operating revenue and profit from operations could be materially and adversely affected.

***Future implementation of value-added tax in Mainland China will reduce our operating revenue and may decrease our profitability.***

Our business operations in Mainland China are subject to PRC business tax, which is assessed against our operating revenue at a rate of 3% or 5%. On November 16, 2011, the Ministry of Finance and the State Administration of Taxation issued a pilot tax program under which value-added tax, instead of business tax will be levied on the provision of certain services that previously would be subject to business tax in China. The pilot tax program will be implemented in the transportation industry and certain service sectors in selected regions of Mainland China. Effective from January 1, 2012, transportation companies and companies in certain service sectors in Shanghai became subject to value-added tax in lieu of the PRC business tax. In 2012 and 2013, transportation companies and companies in certain service sectors in the remaining parts of Mainland China became subject to value-added tax in lieu of the PRC business tax. Effective from January 1, 2014, the program was extended to railroad transportation and postal service companies. The application of the pilot tax program may be expanded to other industries, including telecommunications, in the future. The timetable for applying the pilot program to the telecommunications industry and the applicable tax rate remain uncertain. The imposition of value-added tax on certain services provided by us may decrease our profitability.

***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.

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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 established certain subsidiaries to operate certain aspects of our businesses, such as procuring and distributing terminals through China Mobile Group Device Company Limited, or China Mobile Device, and conducting our international businesses through China Mobile International Company Limited, or China Mobile International, and expect to further enhance our operational efficiency by establishing other subsidiaries that operate certain other aspects of our businesses. We cannot assure you, however, that this business model would be sustainable or that we will achieve the expected benefits.

In August 2012, China Mobile Communication Co., Ltd., or CMC, our wholly-owned subsidiary, entered into a share subscription agreement with Anhui USTC iFLYTEK Co., Ltd., or Anhui USTC, a company listed on the Shenzhen Stock Exchange, pursuant to which CMC would subscribe for 15% of the shares of Anhui USTC for an aggregate subscription price of RMB1,363,314,339 (approximately US\$218,827,040). The share subscription was completed on April 24, 2013. Concurrent with the share subscription, we and Anhui USTC also entered into a strategic cooperation agreement to cooperate in various areas, including smart voice portals, smart voice cloud services, smart voice technologies and product innovations, applications in relation to customer services and basic telecommunications businesses and informatization of the telecommunications industry. In collaboration with Anhui USTC, we launched Lingxi, a smart voice assistant application. We cannot assure you that our investment in Anhui USTC will achieve the desired level of return or the strategic cooperation will produce the expected benefits, if at all.

***Changes in technology and business models may render our current technologies and business model obsolete and intensify competition from providers offering telecommunications services using alternative technologies, which could materially and adversely affect our business and market position.***

In recent years, the telecommunications industry in Mainland China has been 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. In addition, the development and application of new technologies involve time, substantial costs and risks. We may encounter unexpected technological difficulties in developing and implementing new technologies and, as a result, may incur substantial costs or services disruptions, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Moreover, the rapid development of new technologies, new services and products and new business models has also accelerated the convergence of local, long distance, wireless, cable and Internet communication services and resulted in new competitors entering the telecommunications market. See Rapid development of new technologies, new services and products, and new business models, including Over The Top products such as instant voice and messaging services, may have a material adverse effect on our business, financial condition and results of operations.

The intensified competitive landscape requires us to implement new technologies and develop new businesses in order to adapt to and maintain our share of the evolving value chain of the telecommunications industry in Mainland China. In order to meet the challenges posed by changes in technology and business models, we are carrying out our strategic transformation consisting of: (1) the coordinated and synergistic development of our GSM, TD-SCDMA, WLAN and TD-LTE businesses in order to facilitate the transition from voice-centric to data-centric operations; (2) a shift in the focus of our business development from communications to the mobile Internet and information consumption; and (3) the building up of our infrastructure and the improvement of our fundamental network capabilities in order to support the transition from mobile communications operations to innovative full service operations. However, as the implementation of the components of our strategic transformation, as well as the development of new businesses, such as mobile Internet, Internet of Things and cloud computing, require significant time, costs and risk, we may not be able to successfully implement the components of our strategic transformation, launch or develop such new businesses within a short time period, or otherwise achieve the expected benefits.





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***Substantial increase in data traffic significantly strains the existing capacity of our telecommunications network infrastructures.***

Our wireless data traffic business has experienced significant growth in recent years, which contributed to the growth of our operating revenue and provides our business with further opportunities for development. In addition, we have launched our TD-LTE services, which are expected to drive further growth in data traffic. The continued substantial increase in data traffic resulting from the growth of our wireless data traffic business, our TD-LTE business and the proliferation of smartphones significantly strains the existing capacity of our telecommunications network infrastructure. As a result, we have made and will continue to make substantial investments in the construction of our infrastructure network, including our TD-LTE infrastructure, to carry increasing data traffic. We cannot assure you that these investments would successfully address the issues resulting from the substantial increases in data traffic or otherwise achieve the desired economic returns.

***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.

***Some employee misconduct, including misconduct by senior management, may not be detected or prevented in a timely manner, and such misconduct may damage our reputation and cause the trading price of our ordinary shares and ADSs to decrease.***

Certain of the management personnel of our company and our subsidiaries, including certain executive directors, were alleged to have engaged in unlawful conduct in recent periods, including in 2013. Such allegations of unlawful conduct include the acceptance of bribes. While some of these incidents are still under investigation, we believe that such management misconduct are isolated incidents resulting from individual misconduct.

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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 have adjusted the model of business cooperation and have implemented more stringent policies and processes. These efforts are expected to reduce the probability of third parties engaging 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 have also provided ongoing compliance and ethics trainings to our employees.

As described above, we have taken various measures to prevent employee misconduct. We cannot assure you, however, that all misconducts or allegations of misconduct by our management and staff will be detected or prevented in a timely manner. If various measures we have taken prove ineffective in preventing employee misconduct, our reputation may be severely harmed, and the trading price of our ordinary shares and ADSs could decrease significantly.

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

As of March 31, 2014, CMCC indirectly owned approximately 73.66% 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 licenses by the PRC government to operate a 3G business based on 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 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. As a result, 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.

Pursuant to a statement jointly issued by the China Securities Regulatory Commission, or CSRC, and Hong Kong Securities and Futures Commission, or the SFC, on April 10, 2014, the CSRC and the SFC will implement a pilot scheme that would allow investors in Mainland China to trade shares in designated companies listed on The Stock Exchange of Hong Kong Limited, including constituent stocks of the Hang Seng Composite LargeCap Indexes such our ordinary shares, subject to certain quota limitations. We cannot predict what impact such new initiatives on cross-border investment by investors in Mainland China will have on the trading prices of our ordinary shares and ADSs.



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

Mobile telecommunications network 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 45x2 MHz of spectrum to be used for transmission and reception, respectively, to our parent company, CMCC. Of the 45x2 MHz of spectrum allocated to us, 40x2 MHz in the 900 MHz and 1800 MHz frequency bands is allocated for use nationwide, and 5x2 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, in various frequency bands, 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. In connection with our 4G business, the MIIT has allocated to CMCC, in various frequency bands, a total of 130 MHz of spectrum to be used for nationwide coverage, including 20 MHz of spectrum previously allocated for use by our 3G business for outdoor coverage and 50 MHz of spectrum previously allocated for use by our 3G business for indoor coverage. Under the existing agreement between CMCC and us, we have the right 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 further develop our 4G services. We cannot assure you that we will be able to obtain additional spectrum from the MIIT that would meet our expectations or business needs 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 could severely harm our operations and materially decrease our profitability and growth.

***Current and potential future changes in the settlement standards for network interconnections, including the implementation of asymmetrical changes, could materially harm our competitive position, which would in turn significantly reduce our revenues and profitability, and our financial condition and results of operations may be materially and adversely affected.***

The MIIT has decided to adjust the public telecommunications network interconnection settlement standards of basic telecommunications operators in Mainland China. With effect from January 1, 2014, when mobile users of China Telecom and China Unicom in Mainland China and our mobile users in Mainland China (excluding TD-SCDMA users with certain specified prefix numbers) make calls to each other, the settlement charges payable by China Telecom and China Unicom to us were adjusted from RMB0.06/minute to RMB0.04/minute, while the settlement charges payable by us to China Telecom and China Unicom remained at RMB0.06/minute. The MIIT will assess the above interconnection settlement policy once every two years based on the development conditions of the telecommunications market and will make adjustments when appropriate. Current and potential future changes in the settlement standards for network interconnections, including the implementation of asymmetrical changes such as those that took effect on January 1, 2014, 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.

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***Compliance with the SEC's new rule for disclosures on conflict minerals may be time consuming and costly and could adversely affect our reputation.***

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC has adopted a new rule that applies to companies that use certain minerals and metals, known as conflict minerals, in their products, including certain products manufactured for them by third parties. The new rule will require companies that use conflict minerals in the production of their products to conduct due diligence as to whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries and to file certain information with the SEC about the use of these minerals. The first conflict minerals report is due June 2, 2014. We will incur additional costs to comply with the new due diligence and disclosure requirements. In addition, depending upon our findings, or our inability to make reliable findings, about the source of any possible conflict minerals that may be used in any products manufactured for us by third parties, our reputation could be harmed.

### **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 may occur. Future adverse changes in tariff policies 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, results of operations and prospects.

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. Any future adverse change in the conditions or other obligations relating to these approvals and licenses could have a material adverse effect on our business, financial condition, results of operations and prospects.

***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, the MIIT has decided to adjust, effective January 1, 2014, the public telecommunications network interconnection settlement standards of basic telecommunications operators in Mainland China. See Item 4. Information on the Company Business Overview Regulation Interconnection Charges. In addition, the MIIT has decided to expand the mobile number portability policy that has been under trial implementation in Tianjin Municipality and Hainan Province to Jiangxi Province, Hubei Province and Yunnan Province. The PRC government may continue to expand the trial implementation of the mobile number portability policy to other areas of Mainland China. The implementation and expansion of the mobile number portability policy may have a greater impact on us, as a leading operator, than on our competitors.



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The PRC government may also adopt other regulatory measures that may harm our competitive position. For example, the PRC government recently implemented a number of measures that permit certain operators approved by the MIIT to lease and repackage mobile services for sale to end customers. On May 17, 2013, the MIIT announced that it would accept applications from non-State-owned companies to, on a trial basis, lease mobile services from China Unicom, China Telecom or us and provide mobile services to end customers after repackaging these services. In December 2013 and February 2014, the applications of 19 applicants to lease and repackage mobile services and provide mobile services to end customers were approved. Each of the approved applications pertained to proposed arrangements with China Telecom, China Unicom, or both, but none of the approved applications involved proposed arrangements with us. We are currently negotiating a number of similar prospective arrangements. The MIIT plans to accept applications until July 1, 2014 and may approve additional applications. We may face intense competition from these new mobile network operators in light of such policy and decisions by the MIIT.

The implementation of asymmetrical and other 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 us, 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 profitability.

***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, announcements by and information released by governmental entities, 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.



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***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 business, financial condition, results of operations and 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 the PRC. 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, rules 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 taxation, may also materially and adversely affect our financial condition, result of operations and prospects.

***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.

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*Our investors may be deprived of the benefits of PCAOB's oversight of our independent registered public accounting firm through inspections.*

Under the Sarbanes-Oxley Act of 2002, the Public Company Accounting Oversight Board, or PCAOB, has the authority and is required to conduct continuing inspections of registered public accounting firms that provide audit services to public companies subject to the reporting requirements of the SEC. Our external auditor is registered with the PCAOB and is subject to inspections by the PCAOB. However, the PCAOB is currently unable to inspect a registered public accounting firm's audit work relating to a company's operations in China where the documentation of such audit work is located in China, such as our registered public accounting firm's audit work relating to our operations in China. As a result, our investors may be deprived of the benefits of PCAOB's oversight of our independent registered public accounting firm through such inspections.

*If a recent initial decision rendered by the Administrative Law Judge, or the ALJ, in administrative proceedings brought by the SEC against the PRC-based network firms of the Big Four accounting firms, including our independent registered public accounting firm, becomes final, we could become unable to timely file future financial statements in compliance with the requirements of the U.S. Securities Exchange Act of 1934, as amended.*

In December 2012, the SEC instituted administrative proceedings against the PRC-based network firms of the Big Four accounting firms, including our independent registered public accounting firm, alleging that these firms had violated U.S. securities laws and the SEC's rules and regulations thereunder by failing to provide to the SEC the audit work papers of these firms with respect to certain PRC-based companies that are publicly traded in the United States. On January 22, 2014, the ALJ presiding over the matter rendered an initial decision that each of the firms had violated the SEC's rules of practice by failing to produce audit workpapers to the SEC. The initial decision censured each of the firms and barred them from practicing before the SEC for a period of six months. The ALJ's initial decision has been appealed by these firms. The ALJ's decision does not take effect unless and until it is endorsed by the SEC. Any SEC endorsement or other determination could be appealed by the accounting firms through the U.S. federal courts. While we cannot predict the outcome of the SEC's review or that of any subsequent appeal process, if the accounting firms are ultimately temporarily denied the ability to practice before the SEC, our ability to file our financial statements in compliance with SEC requirements could be impacted. A determination that we have not timely filed financial statements in compliance with SEC requirements could ultimately lead to the delisting of our ADSs from the New York Stock Exchange or the termination of the registration of our ADSs under the Securities Exchange Act of 1934, as amended, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

**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, 2013, 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, 2013. As of the same date, our total number of customers reached approximately 767.2 million, representing approximately 62.1% of all mobile customers in Mainland China. As of March 31, 2014, our total number of customers reached approximately 781.1 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%.

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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.

In 2011, we, through our wholly-owned subsidiary, CMC, acquired 100% of the share capital of China Topssion Communication Co., Ltd., or Topssion, 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 Topssion to CMCC, and further subscribed for additional share capital of Topssion. Topssion thereafter changed its name to China Mobile Device. As of March 31, 2014, we held 99.97% of equity interest in China Mobile Device.

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. On December 4, 2013, the MIIT granted CMCC permission to authorize us to operate fixed-line telecommunications services.

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### **Organizational Structure**

As of March 31, 2014, CMCC owned 73.66% equity interest in us through intermediate holding companies. We operate in all 31 provinces, autonomous regions and directly-administered municipalities throughout Mainland China and in Hong Kong. As of March 31, 2014, we owned, directly or through intermediate holding companies, 100% equity interests in the following companies:

China Mobile Communication Co., Ltd.	China Mobile Group Hubei Co., Ltd.
China Mobile Group Guangdong Co., Ltd.	China Mobile Group Hunan Co., Ltd.
China Mobile Group Zhejiang Co., Ltd.	China Mobile Group Shaanxi Co., Ltd.
China Mobile Group Jiangsu Co., Ltd.	China Mobile Group Shanxi Co., Ltd.
China Mobile Group Fujian Co., Ltd.	China Mobile Group Neimenggu Co., Ltd.
China Mobile Group Henan Co., Ltd.	China Mobile Group Jilin Co., Ltd.
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 Device through CMC and a 92% equity interest in China Mobile Finance through China Mobile Group Beijing Co., Ltd., or Beijing Mobile, and directly own a 66.41% equity interest in Aspire Holdings Limited, or Aspire, a company incorporated in the Cayman Islands.

### **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](http://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.

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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, 3G and 4G services as well as the TD-SCDMA 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 and some towns and villages in Mainland China as of December 31, 2013.

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, mobile phones and other terminals. As of December 31, 2013, we had approximately 4.29 million access points covering locations such as airports, hotels, conference centers, schools and exhibition centers throughout Mainland China.

Moreover, we undertook large scale investments in the development of our TD-LTE network in 2013. We intend to use the TD-LTE network to primarily carry high bandwidth and high quality wireless broadband businesses. On December 4, 2013, the MIIT granted to CMCC, China Telecom and China Unicom permission to operate TD-LTE businesses, and CMCC received permission to operate a TD-LTE business through us. Subsequently, we launched our TD-LTE business. As of December 31, 2013, we have launched TD-LTE services in 16 cities in Mainland China, and the number of cities where we have launched TD-LTE services continues to increase. As of March 31, 2014, the number of 4G customers has reached 2,793,000. We expect that the number of our TD-LTE base stations in Mainland China will reach approximately 500,000 by the end of 2014, and our TD-LTE network will basically realize contiguous coverage in all cities, urban areas of counties and key villages and towns in Mainland China by the end of 2014. We will also carry out Voice-Over-LTE, or VoLTE, live network testing and we aim to achieve the commercialization of VoLTE by the end of 2014 and establish our first mover advantage in this field. In addition, we started providing commercial 4G services in Hong Kong in 2012 with the LTE FDD and TD-LTE bandwidths we previously obtained from the Office of the Telecommunications Authority of Hong Kong in 2009 and 2012, respectively.

Furthermore, we cooperate with China Tietong in strengthening our capabilities to provide full telecommunications services. On December 4, 2013, the MIIT granted to CMCC permission to authorize us to operate fixed-line telecommunications services in Mainland China. We continue to increase our reserves of basic resources, such as metropolitan area transmission networks, public Internet and broadband access networks in Mainland China, accelerate Internet Data Center, or IDC, development and focus on the development of services such as dedicated lines for corporate customers.

### ***Our Business Strategy***

As a pioneer and market leader in the world's largest mobile telecommunications market, we intend to: (1) carry out the coordinated and synergistic development of our GSM, TD-SCDMA, WLAN and TD-LTE businesses in order to facilitate the transition from voice-centric to data-centric operations; (2) shift the focus of our business development from communications to the mobile Internet and information consumption; and (3) build up infrastructure and improve fundamental network capabilities in order to support the transition from mobile communications operations to innovative full service operations.

***Coordinated and Synergistic Development of Businesses Carried by the Four Networks.*** We have continued to carry out the coordinated and synergistic development of our GSM, TD-SCDMA, WLAN and TD-LTE businesses in order to facilitate the transition from voice-centric to data-centric operations. We also have maintained our advantage in both network coverage and voice quality in our 2G network. We significantly enhanced the carrying capacity of our 3G network and ensured continuous outdoor coverage in cities and the central areas of counties, as well as effective coverage in township and village hotspots. We designed the construction of our WLAN networks to achieve better allocation of data traffic, and we further optimized our network architecture in order to achieve significant data traffic migration from our 2G network to our 3G and WLAN networks. We vigorously promoted the construction of our 4G (TD-LTE) network.

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***Developing Our Mobile Internet Business.*** We are shifting the focus of our business development from communications to the mobile Internet and information consumption. We accelerated the development of specialized services for corporate customers, further expanded Internet television services and home network gateways for family customers and improved high-quality cloud services for individual customers. We further promoted the portal functions of our services such as Mobile Market , Lingxi , Fetion and Wireless City , and enhanced the integration and distribution of proprietary featured services. We have introduced the concept of converged communication, consisting of New Call, New Message, and New Contact , which seeks to integrate the functionalities of voice calls, messaging and contacts and improve user experience in the 4G era. Upon building up our smart pipes , we will continue to create open platforms, specialty services and user-friendly interfaces, and enter into arrangements with our partners to achieve greater value.

***Supporting the Transition from Mobile Communications Operations to Innovative Full Service Operations.*** We continued to build up infrastructure and improve fundamental network abilities to support our transition from mobile communications operations to innovative full service operations. We further improved the transmission capacity of our fiber optic cable and the accessibility of our corporate customer dedicated lines and strengthened our capabilities in introducing and allocating Internet traffic. By the end of 2013, our Internet traffic on-net rate was 91%. In December 2013, CMCC received permission to operate fixed-line communications services, and we became a full-service operator. We are focused on developing our transmission network, public Internet and broadband network, and we will leverage our 4G network to promote wireless broadband access and realize our second-mover advantage in the development of our full service operations.

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 establishing a number of subsidiaries, such as China Mobile International and China Mobile Device, that operate certain aspects of our businesses. In addition, we will continue to focus on retaining existing customers, expanding corporate customer base, achieving growth in our wireless data business, developing new businesses and increasing sales of terminals.

***Customers and Usage***

Our customer base has grown substantially from approximately 710.3 million at the end of 2012 to approximately 767.2 million at the end of 2013. As of December 31, 2013, we had a market share of approximately 62.1% in Mainland China. As of March 31, 2014, our total number of customers reached approximately 781.1 million, and our total number of 3G and 4G customers reached approximately 215.4 million and 1.34 million, respectively. 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;

our increased marketing and sales efforts and new business initiatives;

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

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the further development of TD-SCDMA industry chain, in particular the increasing availability of TD-SCDMA handsets, especially smartphones, in the market which contributes to the increase in our 3G customer base;

the increasing prevalence of customers using multiple SIM cards; and

the launch and development of our 4G business.

We continued to experience growth in our corporate customer base in 2013. As of December 31, 2013, the total number of our corporate accounts reached 3.23 million, and the number of individual customers served under corporate accounts reached 30% 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.



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Our total voice usage was 4.32 trillion minutes in 2013, representing an increase of approximately 3.0% from 2012. Our short message services, or SMS, usage totaled 734.1 billion messages in 2013, representing a decrease of approximately 1.4% from 2012. Wireless data traffic reached 2,011.8 billion megabytes in 2013 from 1,039.2 billion megabytes in 2012. The lower growth rate of our voice usage and the decrease in SMS usage are partly due to the increasing competition from providers offering Over The Top products such as instant voice and messaging services.

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,		
	2011	2012	2013
Customer Base (in millions)	649.6	710.3	767.2
Total Voice Usage (in billions of minutes)	3,887.2	4,192.3	4,316.0
Wireless Data Traffic (in billions of megabytes)	361.4	1,039.2	2,011.8
Including: Mobile Data Traffic (in billions of megabytes)	161.0	289.8	526.8
Average Minutes of Usage Per User Per Month (minutes) <sup>(1)</sup>	525	512	486
Average Revenue Per User Per Month (RMB) <sup>(2)</sup>	71	68	67
Average Monthly Churn Rate (%) <sup>(3)</sup>	3.21	3.25	3.15

- (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 revenue from telecommunications services 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 revenue from telecommunications services in 2011, 2012 and 2013 is derived from our consolidated statements of comprehensive income for the years ended December 31, 2011, 2012 and 2013, 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 experienced a slowdown in growth due to the substitution effect of mobile Internet and a decline in tariffs, and total voice usage increased approximately 3.0% in 2013 compared to 2012.

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.

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. SMS usage decreased from 744.5 billion messages in 2012 to 734.1 billion messages in 2013, and revenue generated from SMS and MMS decreased from RMB44,215 million in 2012 to RMB41,320 million in 2013 due to the increasing competition from and substitution effect of providers offering Over The Top products such as instant voice and messaging services.



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Our wireless data traffic business includes mobile data traffic service and WLAN service. Wireless data traffic increased from 1,039.2 billion megabytes in 2012 to 2,011.8 billion megabytes in 2013. Revenue generated from wireless data traffic business reached RMB108,239 million in 2013, compared to RMB68,257 million in 2012.

*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, 3G or 4G networks. We experienced significant growth in the provision of mobile data traffic services in 2013, with mobile data traffic reaching 526.8 billion megabytes in 2013, representing a 81.8% increase compared to 2012. Revenue generated from mobile data traffic service reached RMB105,373 million in 2013, compared to RMB66,529 million in 2012.

*WLAN.* WLAN service refers to a service that provides high-speed Internet access through WLAN. We further streamlined the verification process for our customers to access our WLAN and experienced significant growth in our WLAN service in 2013. As of December 31, 2013, we had approximately 4.29 million access points covering locations such as airports, hotels, conference centers, schools and exhibition centers throughout Mainland China. Data traffic carried by WLAN reached 1,485.0 billion megabytes in 2013, compared to 749.4 billion megabytes in 2012. Revenue generated from WLAN service reached RMB2,866 million in 2013, compared to RMB1,728 million in 2012.

Our applications and information services include various mobile application products such as Migu Music , and-Reading , and-Video , and-Gaming , and-Animation , and-Wallet , and-Map , Lingxi , Mobile Market , Wireless City , and Internet of Things , as well as special services for corporate customers, such as dedicated lines and IDC. Revenue generated from applications and information services reached RMB57,327 million in 2013, compared to RMB53,876 million in 2012.

*Migu Music .* Migu Music is a mobile phone- and personal computer-based platform for licensed music. Migu Music provides our customers with a one-stop shop for services such as digital music streaming, downloads and interactive features.

*and-Reading .* and-Reading provides our customers with content services, including books, magazines and audio books, through mobile phones and other terminals.

*and-Video .* and-Video provides our customers with mobile network-based 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 and other terminals.

*and-Gaming .* and-Gaming provides mobile game downloads and online gaming services to our customers.

*and-Animation .* and-Animation enables our customers to stream and download animation and comics, as well as related digital services such as icons, emoticons, virtual personas and images, through mobile phones and other terminals.

Revenue generated from our Migu Music (excluding Color Ring, which is our dial tone customization product), and-Reading , and-Video , and-Gaming and and-Animation reached RMB6,573 million in 2013, representing an increase of 35.4% over RMB4,854 million in 2012.

Some of our other applications and information services, including mobile payment services, such as and-Wallet , and location based services, such as and-Map , also experienced further development in 2013, and we have strengthened our efforts in developing other new products and applications in our data business, such as cloud services, Lingxi , which is a smart voice assistant application.

We have been making 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.

In 2013, we expanded the application of Internet of Things to various areas such as urban management, smart transportation and industrial control, and have developed standardized Internet of Things products including home security service, automobile fleet management service and remote surveillance. We are also in the process of building high quality and centralized Internet of Things networks. The number of Internet of Things users increased from 22.45 million in 2012 to 32.00 million in 2013. Our Wireless City platform provides citizens with various information services covering government affairs, traffic control, public administration and other areas, and is a platform that facilitates communications among government authorities, corporations and citizens.

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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 2013, we increased the promotion of our data business by launching new products and increasing marketing efforts. Our data services revenue increased to RMB206,886 million in 2013, representing an increase of 24.4% from 2012. As a percentage of revenue from telecommunications services, data services revenue increased to 35.0% in 2013 from 29.7% in 2012.

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 2013, 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. In addition, we expanded our Internet of Things applications and Mobile e-Commerce businesses in different areas involving our corporate customers. As of December 31, 2013, the total number of our corporate accounts reached 3.23 million.

### ***Strategies Relating to 3G Services.***

We have been operating our 3G business by leasing wireless network capacity from CMCC since 2009. 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. In 2013, the network utilization of the TD-SCDMA network increased, and data traffic continued to migrate from our 2G network to our TD-SCDMA network. We expect the TD-SCDMA network to continue to play an important role in carrying voice and data traffic. We intend to further develop 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.

### ***Development of 4G Services.***

On December 4, 2013, the MIIT granted permission to CMCC, China Telecom and China Unicom to operate TD-LTE businesses, and CMCC received permission to operate a TD-LTE business through us. Subsequently, we launched our TD-LTE business. As of December 31, 2013, we have launched TD-LTE services in 16 cities in Mainland China, and the number of cities where we have launched TD-LTE services continues to rise. As of March 31, 2014, the number of 4G customers has reached 2,793,000. We expect that the number of our TD-LTE base stations that we have in Mainland China will reach approximately 500,000 by the end of 2014, and our TD-LTE network will basically realize contiguous coverage in all cities, urban areas of counties and key villages and towns in Mainland China by the end of 2014. We also plan to expand our cooperation with international telecommunications operators to provide 4G roaming services. Furthermore, we plan to focus on the development of multi-mode, multi-band terminals, low cost TD-LTE terminals, and self-branded terminals. We also plan to leverage the strengths of our 4G services to promote higher-quality voice services, the integration of multiple types of messaging and the integration of social networks and other personalized services.

In addition, we started providing commercial 4G services in Hong Kong in 2012 with the LTE FDD and TD-LTE bandwidths we previously obtained from the Office of the Telecommunications Authority of Hong Kong in 2009 and 2012, respectively.

### ***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.

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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. We offer tariff packages with respect to wireless data traffic business, or charge the tariff by the actual data traffic usage. We also offer different tariff packages with respect to SMS and MMS, 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 for voice usage during off-peak hours and in low-traffic areas, tariff discounts for wireless data traffic during off-peak hours and tariff discounts for specified recipients.

In 2013, we introduced mix-and-match plans, which allow our customers greater flexibility in customizing the voice, data traffic and applications components of their plans. For middle-to-high-end customers, we created a single price plan for local, long distance and roaming calls. We also expanded the coverage of our RMB1/2/3 international roaming zones and created data-focused plans.

### ***Interconnection***

Interconnection refers to various arrangements that permit the connection of our networks to other mobile or fixed-line networks or the Internet. These agreements provide for arrangements relating to interconnection settlement.

Our networks interconnect with the networks of other operators, which enables our customers to communicate with the customers of those operators. Each of our operating subsidiaries has interconnection agreements with those operators in its service area. The economic terms of these agreements are generally standardized from province to province.

The MIIT has decided to adjust, effective January 1, 2014, the public telecommunications network interconnection settlement standards of basic telecommunications operators in Mainland China. See Regulation Interconnection Charges.

### ***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 roaming usage charges or, for outgoing international long distance calls, international long distance charges. A mobile customer using international roaming services incurs 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, or R&D, functions are undertaken jointly by our research institute, other relevant departments and business units. The responsibilities of our research institute include defining our network and technology evolution roadmap, supporting the operation of existing networks and services, engaging in international standard setting activities and defining corporate specifications, leading the development and field testing of new products and services, cooperating with industry partners, procurement testing and certification of network devices, mobile terminals and information technology systems. In 2013, our main R&D efforts were focused on a number of aspects:

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**TD-LTE.** We improved the maturity and performance of TD-LTE products through our extended, large scale TD-LTE trial. We optimized the circuit switched fallback, or CSFB, and dual-standby LTE voice solutions, which reduced the cost of upgrading our network while maintaining user experience. We developed Nanocell and multi-mode mini-relay products, which helped enhance indoor coverage with lower cost and shorter time to market. In addition, we developed the F/A/D broadband antenna and electronically adjustable antenna, which reduced the complexity and costs for installation, operation and optimization. We also cooperated with global industry players in the Global TD-LTE Initiative, or GTI, and we developed the first five-mode 13-frequency global LTE phone.

**Networks and Services.** We improved transmission distance by 45% and capacity by up to three times through our research in 100G technology. Our Traffic 800 solution, which allows data service fees to be paid by a third party, was launched in Guangdong. We created a full series of Packet Transport Network-based, or PTN-based, products to meet the requirements of the corporate customer. We optimized the user experience for Lingxi Voice Assistant and M-Cloud products.

**Next-Generation Converged Communication.** We introduced the concept of New Call, New Message, and New Contact, with improved user experience, to redefine communication services for the 4G era. We also completed the white paper on Next-Generation Converged Communication, which highlights our initiative of full collaboration with all business partners to create a new industry landscape.

**Big Data and Cloud Computing.** We developed Big Cloud version 2.5 and completed its resource pool, big data management and cloud management modules, which have been utilized in the fields of public cloud, private cloud and enterprise customers. We developed our Open Mobile Platform, or OMP, version 2.0 product and commercially launched this product in Guangdong, Sichuan and Liaoning.

**E-Business.** We improved the capability of end-to-end products for mobile e-business. In addition, we developed the NFC-SIM based mobile payment product for bank cards and commercially launched 29 financial corporation products.

**Internet of Things.** We developed the first chipset and cloud platform for Internet of Things. We developed the soft SIM product, i.e., SIM 1.0, and launched this product in the main stream modules. We established the industry standard for the intelligent monitoring of e-bikes, based on our e-bike anti-theft product.

### ***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, our proprietary sales outlets also offer differentiated services to customers under different service brands, including billing information and payment collection, services consultation, sale of terminals 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, sales of SIM cards and terminals and redemption of Customer Reward 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 further increased in 2013. 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 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 to increase awareness of our brands and products and maintain our customer base. Our marketing efforts focus on retaining middle-to-high-end customers. We aim to retain individual customers, corporate customers as well as family customers. In 2013, we launched our primary commercial brand of and! . Each of our customer groups, including our middle-to-high-end customer group as well as our low-end customer group, is supported by a series of tailored service packages.

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Moreover, we provide differentiated applications and services to our corporate customers under customized service contracts. As of December 31, 2013, we had signed service contracts with approximately 3.23 million corporate accounts, and individual customers served under these service contracts with corporate accounts accounted for approximately 30% 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, 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.

**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 2013, we continued to optimize our customer service processes through efforts such as improving service quality at our sales outlets, 10086 hotline and online portal. Our customers may also purchase SIM cards and handsets through our electronic channels. 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 further increased in 2013. 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. We continued to filter spam SMS and software that were sent to our customers. Our continued improvement in customer services resulted in broader customer satisfaction in 2013.

**Service Quality.** We strive to improve the quality of our services through improvements in the quality of our infrastructure network. In particular, we continued to lead the industry in 2013 in terms of low voice call drop rate of both our 2G and 3G networks and highly successful connection rate. Our complaint rate continues to be the lowest in the industry. 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 Diamond, Gold and Silver card members according to their respective value contribution and points accrued. Different levels of membership entitle members to different privileges. In addition, certain high-value customers may receive rewards, including free usage or discounts on handsets, through redemption of bonus points or pre-payment of fees. In addition, we offer special services to our VIP members, including cross-region services, airport VIP services, hospital VIP services and handset service clubs.

In 2013, we further enhanced customer loyalty through offering middle-to-high-end handsets and entering into long-term contracts with our middle-to-high-end customers.

**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.

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**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 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 Sustainable Development.***

We are committed to fulfilling our responsibilities to stakeholders and proactively implementing a sustainable development strategy. We have focused on energy conservation and environmental protection in many aspects of our operations. In 2013, we further deepened our Green Action Plan to enhance energy saving and emissions reduction, and realized a reduction of 23% in power consumption per unit of business. We have also strived to provide more environment-friendly information solutions to our customers. As we were issued the 4G (TD-LTE) license on December 4, 2013, we anticipate the launch of additional and improved customer-oriented information solutions. We also continued to help remote villages in Mainland China to build up basic communication facilities, thereby contributing to the informatization of society. We fully support philanthropic activities; in 2013, we continued to provide aid to impoverished children with congenital heart disease in screening and surgery, and we continued to support education in under-developed areas in central and western China. In 2013, we were included in the Dow Jones Sustainability Emerging Markets Index (DJSI Emerging Markets) and were listed in the Dow Jones Sustainability Indices for the sixth consecutive year. We were also included in the Hang Seng Corporate Sustainability Index by Hang Seng Indexes and Reputex for the fourth consecutive year.

### ***Terminals***

The TD-SCDMA industry chain has undergone substantial development in recent years. The main TD-SCDMA terminal models are as competitive as WCDMA or CDMA 2000 terminals in terms of launching time, quality and price. We sold more than 150 million TD-SCDMA handsets in 2013, a large percentage of which were sold through China Mobile Device, our subsidiary engaging in procuring and distributing terminals. We have also launched two self-branded terminal models and we plan to launch more self-branded terminal models in the future.

We have launched our TD-LTE services, and we plan to focus on the development of multi-mode, multi-band terminals, low cost TD-LTE terminals.

We have also entered into a long-term cooperation agreement with Apple Inc. and successfully introduced iPhone models that support TD-LTE and TD-SCDMA.

### ***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, 2013, we entered into a trademark license agreement, or the 2013 Trademark License Agreement, to replace the trademark license agreement that we entered into in 2008, or the 2008 Trademark License Agreement. Under the 2013 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 during the term of the 2013



Trademark License Agreement.

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

In 2013, we unveiled our new corporate logo. An application for registration of the new logo has been filed in Mainland China and an application as a trademark under the Protocol Relating to the Madrid Agreement Concerning the International Registration of Marks has been filed in the United States and United Kingdom. In addition, individual applications have been filed in Hong Kong, Macau and Taiwan.

### ***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 the 2G standard, 3G standard and 4G 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 and notebooks to gain wireless access to the Internet or corporate intranet.

We are developing and carrying on our 4G business based on the TD-LTE technology. TD-LTE is one of two models of LTE, a mainstream standard for the evolution of 3G technology, and a standard for the evolution of TD-SCDMA technology. We started providing commercial 4G services in Hong Kong in 2012 with the LTE FDD and TD-LTE bandwidths we previously obtained from the Office of the Telecommunications Authority of Hong Kong in 2009 and 2012, respectively. 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 future generations of technology by the International Telecommunication Union. On December 4, 2013, the MIIT granted permission to CMCC, China Telecom and China Unicom to operate TD-LTE businesses. As of March 31, 2014, the number of 4G customers has reached 2,793,000, and the number of cities where we have launched TD-LTE services continues to rise. We expect that the number of our TD-LTE base stations in Mainland China will reach approximately 500,000 by the end of 2014.

***Network Capacity Expansion and Optimization Plans.*** Our customers currently use our 2G services, our 3G services, our WLAN services, our 4G 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, 3G and 4G 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.

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**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 45x2 MHz of spectrum to be used for transmission and reception, respectively, to our parent company, CMCC. Of the 45x2 MHz of spectrum allocated to us, 40x2 MHz of spectrum in the 900 MHz and 1800 MHz frequency bands is used nationwide, and 5x2 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, in various frequency bands, 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. In connection with our 4G business, the MIIT has allocated to CMCC, in various frequency bands, a total of 130 MHz of spectrum to be used for nationwide coverage, including 20 MHz of spectrum previously allocated for use by our 3G business for outdoor coverage and 50 MHz of spectrum previously allocated for use by our 3G business for indoor coverage. Under the existing agreement between CMCC and us, we have the right to use CMCC's allocated frequency spectrum in Mainland China.

**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 lease 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 2013, the number of our 2G base stations reached 881,000, compared to 810,000 as of the end of 2012.

The number of 3G base stations that we lease from CMCC reached approximately 446,000 as of the end of 2013, compared to 280,000 as of the end of 2012. We anticipate that we will need more new 3G base stations in connection with the expansion of our 3G networks.

We expect that the number of TD-LTE base stations that we have in Mainland China will reach approximately 500,000 by the end of 2014.

We cannot assure you that we will be able to obtain the requisite number of base station sites on reasonable commercial terms.

**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 2013, we purchased our networks equipment primarily from Huawei Technologies, ZTE, Ericsson, Nokia Siemens and FiberHome Technologies.

### ***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.

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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.

### ***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. Through such strategic cooperation, we and SPD Bank have issued co-branded bank cards in some provinces in Mainland China, and are also developing near field communication services, including mobile bill payment, mobile remittance and other mobile payment applications and products.

### ***Investment in, and Strategic Cooperation with, Anhui USTC***

In August 2012, CMC, our wholly-owned subsidiary, entered into a share subscription agreement with Anhui USTC, pursuant to which CMC would subscribe for 15% of the shares of Anhui USTC for an aggregate subscription price of RMB1,363,314,339 (approximately US\$218,827,040). The share subscription was completed on April 24, 2013. Concurrent with the share subscription, we and Anhui USTC entered into a strategic cooperation agreement to cooperate in various areas, including smart voice portals, smart voice cloud services, smart voice technologies and product innovations, applications in relation to customer services and basic telecommunications business and informatization of the telecommunications industry.

### ***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.

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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 62.1% as of December 31, 2013. 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. On December 4, 2013, the MIIT granted CMCC permission to authorize us to operate fixed-line telecommunications services in Mainland China. Our competitors may also benefit from any asymmetrical and other regulatory measures that may be adopted by the PRC government from time to time. In addition, the PRC government has begun to allow certain operators approved by the MIIT to lease and repackage mobile services for sale to end customers on a trial basis and we may face increasing competition from these new mobile network operators. We also face increasing competition from providers offering telecommunications services using alternative technologies. 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.**

### ***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).

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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.

The PRC government recently implemented a number of measures that permit certain operators approved by the MIIT to lease and repackage mobile services for sale to end customers. On May 17, 2013, the MIIT announced that it would accept applications from non-State-owned companies to, on a trial basis, lease mobile services from China Unicom, China Telecom or us and provide mobile services to end customers after repackaging these services. The trial period will end on December 31, 2015, subject to further adjustment by MIIT. In December 2013 and February 2014, the applications of 19 applicants to lease and repackage mobile services and provide mobile services to end customers were approved. We are currently negotiating a number of similar prospective arrangements. The MIIT plans to accept applications until July 1, 2014 and may approve additional applications.

***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.

Spectrum usage fees for GSM networks are currently charged at the annual rate of RMB17 million per MHz for the 900 MHz frequency band, RMB14 million per MHz for the 1800 MHz frequency band, and RMB1.4 million per MHz per province for non-nationwide use. Spectrum usage fees are charged on the basis that uplink and downlink frequencies are separately charged. Spectrum usage fees for TD-SCDMA networks are currently charged at the annual rate of RMB15 million per MHz for the 960 MHz to 2300 MHz frequency bands and RMB12 million per MHz for the 2300 MHz to 2690 MHz frequency bands, while rates for indoor-only frequency bands are set at 30% of the corresponding full rates. As of March 31, 2014, no detailed standards have been promulgated for spectrum usage fees for TD-LTE networks. The relevant regulatory authorities in China may review these fee arrangements in the future.

***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 addition, a user of numbering resources is required to pay a usage fee to the PRC government by the 10th day of the first month of each quarter. Moreover, under the applicable regulations, 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. In January 2014, the State Council issued a circular to abolish a number of regulatory approval requirements, including the requirement for approval of telecommunications tariff standards.

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 offer in Mainland China are generally based on tariffs equivalent to the caller-party-pays regime.

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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.

***Interconnection Charges.*** The MIIT has decided to adjust the public telecommunications network interconnection settlement standards of basic telecommunications operators in Mainland China. With effect from January 1, 2014, when mobile users of China Telecom and China Unicom in Mainland China and our mobile users in Mainland China (excluding TD-SCDMA users with specified prefix numbers of 157 and 188) make calls to each other, the settlement charges payable by China Telecom and China Unicom to us were adjusted from RMB0.06/minute to RMB0.04/minute, while the settlement charges payable by us to China Telecom and China Unicom remained at RMB0.06/minute. The MIIT will assess the above interconnection settlement policy once every two years based on the development conditions of the telecommunications market and will make adjustments when appropriate. The interconnection settlement policies for TD-SCDMA remain unchanged, meaning that when mobile users of China Telecom and China Unicom in Mainland China and our TD-SCDMA users with specified prefix numbers of 157 and 188 make calls to each other, the settlement charges payable by China Telecom and China Unicom to us are RMB0.06/minute, and the settlement charges payable by us to China Telecom and China Unicom are RMB0.012/minute. When users of different basic telecommunications operators in Mainland China send SMS or MMS to each other, the settlement charges for SMS were adjusted from RMB0.03/message to RMB0.01/message, and the settlement charges for MMS were adjusted from RMB0.10/message to RMB0.05/message. The implementation of asymmetrical interconnection charges such as those described above 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.

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

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 April 2013, the MIIT and the SASAC jointly issued the 2013 Implementation Opinions on Promoting the Joint Construction and Sharing of Telecommunications Infrastructure. The opinions defined shared facilities as consisting of transmission towers, transmission poles, base stations, pipelines, and indoor distribution systems, and identified ten types of key sites, including railways, subways, and highways, and three key areas of construction, namely the construction of TD-SCDMA networks, inter-provincial trunk cables and domestic extensions of international transmission systems. The opinions require that, for the construction of base stations, pipelines and other telecommunications infrastructure in the above key areas of construction, joint construction is mandatory whenever conditions allow, and sharing is mandatory whenever conditions allow. For WLAN construction in the ten specified types of key sites, joint construction is mandatory whenever conditions allow.





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**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. The PRC government may amend the relevant regulations or promulgate new regulations in order to implement the Three-Network Convergence Policy. In 2012, we received an audio and video transmission license from the former State Administration of Radio, Film and Television of the PRC, which enables us to provide audio and video programs through mobile Internet.

**Employees**

As of December 31, 2011, 2012 and 2013, we had 175,336, 182,487 and 197,030 employees, respectively. Substantially all of our employees are located in Mainland China. The employees as of December 31, 2013 were classified in the following table. Approximately 65.85% of our permanent employees have college or graduate degrees. Set forth below is a breakdown of our employees by functions as of December 31, 2013.

Management	31,774
Technical	60,976
Marketing	68,018
General affairs	30,310
Other	5,952
Total	197,030

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 311,920 as of December 31, 2013.

**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.

**Item 5. Operating and Financial Review and Prospects.**

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,  
2011      2012      2013

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Total Voice Usage (in billions of minutes)	3,887.2	4,192.3	4,316.0
Wireless Data Traffic (in billions of megabytes)	361.4	1,039.2	2,011.8
Including: Mobile Data Traffic (in billions of megabytes)	161.0	289.8	526.8
Operating Revenue <sup>(1)</sup> (in RMB millions)	537,806	581,835	630,177
Operating Expenses <sup>(1)</sup> (in RMB millions)	383,948	429,105	494,528
Profit Attributable to Equity Shareholders (in RMB millions)	125,870	129,274	121,692

- (1) Prior to 2013, the sales of products were incidental to our telecommunications services. In 2013, our sales of products have become more than incidental as a result of our business development, and accordingly we present the revenue from sales of products and related cost of products sold separately with the comparative figures also being presented on the same basis. Such change in presentation had no impact on reported profit or net assets for any of the years presented.

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In 2011, 2012 and 2013, our customer base and voice usage volume continued to experience stable growth while our wireless data traffic business continued to experience rapid growth. Our total net increase in the number of customers was 56.9 million in 2013 and our total customer base reached 767.2 million as of December 31, 2013. Our total voice usage increased by 7.8% in 2012, and by 3.0% in 2013. Our wireless data traffic increased by 187.6% in 2012, and by 93.6% in 2013. Our mobile data traffic increased by 80.0% in 2012, and by 81.8% in 2013. As a result, our operating revenue increased by 8.2% in 2012, and by 8.3% in 2013. Our data business continued to grow, and our data services revenue accounted for 29.7% and 35.0% of our revenue from telecommunications services in 2012 and 2013, respectively. Our operating expenses increased by 11.8% in 2012, and by 15.2% in 2013. Our profit attributable to equity shareholders increased by 2.7% in 2012, and decreased by 5.9% in 2013.

The PRC economy continued to grow in terms of GDP by 7.7% in 2013, which provided a favorable environment for our continued business development. However, we faced various challenges arising from increased market saturation and intensified competition among mobile telecommunications operators and from providers offering telecommunications services using alternative technologies, in particular Internet service providers. As the mobile penetration rate in Mainland China reached 90.8% as of December 31, 2013, the mobile telecommunications markets in some economically developed regions of Mainland China has begun 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, execution capabilities and quality of our customer service. Moreover, economic growth in the PRC and its modernization and urbanization offer an opportunity and platform for the ongoing development of telecommunications industry, in particular the development of mobile Internet. Such development presents potential opportunities for us to further develop our wireless data traffic business and applications and information services.

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 effects of the industry restructuring that took place in 2008, increasing competition from telecommunications services providers that use alternative technologies and entry of non-State-owned telecommunications services providers into the telecommunications services market have had, and will continue to have, a significant impact on the competitive landscape of the telecommunications industry in Mainland China. We expect 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, Risk Factors Changes in technology and business models may render our current technologies and business model obsolete and intensify competition from providers offering telecommunications services using alternative technologies, which could materially and adversely affect our business and market position 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 business, financial condition, results of operations and 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 transmission lines leasing. Pursuant to these agreements, for the inter-provincial transmission lines we lease from other providers through CMCC, CMCC maintains its 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.

Prior to September 13, 2012, we had an arrangement with CMCC under which CMCC maintained its settlement arrangements with respect to international interconnection and roaming with the relevant telecommunications services providers in foreign countries and regions, and collected the relevant usage fees and other fees from us and paid the same to the relevant mobile telecommunications services providers in foreign countries and regions. On September 13, 2012, we entered into an agreement with CMCC, pursuant to which CMCC would gradually transfer 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 services providers is being 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. Since 2013, we have paid the leasing fees to CMCC for the Village Connect assets constructed before 2013 and undertaken the investments on any new Village Connect assets after 2013.

We have also 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 regulated by the PRC government. 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 with 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 voice services revenue per minute has generally decreased in recent years as tariffs have generally decreased. We expect the decrease in tariff to gradually slow down after the adjustments we implemented in recent years.

### ***Our ARPU Has Declined and May Further Decline in the Future***

Our average revenue per user, or ARPU, decreased from RMB68 in 2012 to RMB67 in 2013, primarily due to the fact that a significant number of our new customers are users with relatively low usage of mobile telecommunications services and the availability of alternative services through the Internet. 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 implement tariff adjustments, we expect our ARPU to 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, 2011, 2012 and 2013. 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, interest income, allowance for doubtful accounts, depreciation, impairment of property, plant and equipment, interest in associates, 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 when the service is rendered;
- (ii) sales of products are recognized when title passes to the buyer;
- (iii) for offerings that include the provision of services and the discounted sale of mobile terminals, the Group determines the revenue from the sale of the mobile terminals by deducting the fair value of the service element from the total contract consideration; and
- (iv) for transactions that offer customer points rewards when the services are provided, the consideration allocated to the customer points rewards is based on its relative fair value, which is recorded as deferred revenue when the rewards are granted and recognized as revenue when the points are redeemed or expired.

### ***Interest Income***

Interest income is recognized as it accrues using the effective interest method.

### ***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 2(h) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

### ***Impairment of Property, Plant and Equipment, Interest in Associates, 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 of disposal 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 impairment charges or reversal of impairment in future periods. No impairment of property, plant and equipment, interest in associates, goodwill and other intangible assets was recorded in 2011, 2012 or 2013.



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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 2(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,		
	2011	2012	2013
	(in millions of RMB)		
<b>Operating revenue<sup>(1)</sup>:</b>			
Revenue from telecommunications services	527,999	560,413	590,811
Revenue from sales of products and others	9,807	21,422	39,366
<b>Total</b>	<b>537,806</b>	<b>581,835</b>	<b>630,177</b>
<b>Operating expenses<sup>(1)</sup>:</b>			
Leased lines	5,188	9,909	18,727
Interconnection	23,533	25,140	25,998
Depreciation	97,113	100,848	104,699
Personnel	28,672	31,256	34,376
Selling expenses	78,636	80,232	91,834
Cost of products sold	23,120	41,448	61,363
Other operating expenses	127,686	140,272	157,531
<b>Total</b>	<b>383,948</b>	<b>429,105</b>	<b>494,528</b>
Profit from operations	153,858	152,730	135,649
Non-operating net income	571	615	910
Interest income	8,413	12,661	15,289
Finance costs	(565)	(390)	(331)
Share of profit of associates	4,306	5,685	7,062
Share of loss of a joint venture	(1)	(1)	
Profit before taxation	166,582	171,300	158,579
Taxation	(40,603)	(41,919)	(36,776)
Profit for the year	125,979	129,381	121,803
<b>Attributable to:</b>			
Equity shareholders	125,870	129,274	121,692
Non-controlling interests	109	107	111
Profit for the year	125,979	129,381	121,803

- (1) Our operating revenue components are revenue from telecommunications services and revenue from sales of products and others. Revenue from telecommunications services consists of voice services revenue, data services revenue and other revenue from telecommunications services. Revenue from sales of products and others is mainly derived from sales of SIM cards and terminals as well as revenue from construction contracts.

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Prior to 2013, the sales of products were incidental to our telecommunications services. In 2013, our sales of products have become more than incidental as a result of our business development, and accordingly we present the revenue from sales of products and related cost of products sold separately with the comparative figures also being presented on the same basis. Such change in presentation had no impact on reported profit or net assets for any of the years presented.

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**Table of Contents****Year Ended December 31, 2013 Compared to Year Ended December 31, 2012**

**Operating Revenue.** Our operating revenue components are revenue from telecommunications services and revenue from sales of products and others. Revenue from telecommunications services 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 revenue from telecommunications services mainly represents interconnection revenue. Revenue from sales of products and others is mainly derived from sales of SIM cards and terminals as well as revenue from construction contracts. See note 1 to the table above.

Operating revenue increased by 8.3% from RMB581,835 million in 2012 to RMB630,177 million (US\$104,098 million) in 2013. This increase was primarily due to our efforts to achieve favorable retention rates for middle-to-high-end customers, grow our data traffic operations and further develop our corporate customer business and terminal sales business. Our total number of customers was 767.2 million as of December 31, 2013, compared to 710.3 million as of December 31, 2012.

Revenue from telecommunications services increased by 5.4% from RMB560,413 million in 2012 to RMB590,811 million (US\$97,595 million) in 2013. Voice services revenue decreased by 3.4% from RMB368,025 million in 2012 to RMB355,686 million (US\$58,755 million) in 2013. This decrease principally resulted from the substitution effect of mobile Internet services, which resulted in a slowdown in the growth of voice usage. Our average voice services revenue per minute continued to reflect a downward trend from RMB0.088 in 2012 to RMB0.082 in 2013. With intensified market competition and with further declines in tariffs, our average voice services revenue per minute may continue to decline in future periods. In order to mitigate the downward trend of voice services, we are providing more attractive tariff packages in order to effectively promote voice usage and actively maintain the value of our voice services business. As a percentage of revenue from telecommunications services, voice services revenue decreased from 65.7% in 2012 to 60.2% in 2013.

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

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2013</b>
	<b>(Revenue, in millions of RMB)</b>	
SMS and MMS	44,215	41,320
Wireless data traffic	68,257	108,239
Applications and information services	53,876	57,327
Data services revenue	166,348	206,886
Data services revenue as a percentage of revenue from telecommunications services	29.7%	35.0%

Data services revenue increased by 24.4% from RMB166,348 million in 2012 to RMB206,886 million (US\$34,175 million) in 2013. This increase was mainly due to our continued efforts to promote data traffic services operations, with a focus on network optimization and upgrading and sale of 3G smartphones. Our data business includes SMS and MMS, wireless data traffic and applications and information services. Revenue generated from SMS and MMS decreased by 6.5% to RMB41,320 million in 2013 from RMB44,215 million in 2012 as SMS and MMS tariffs continued to decline, competition from Internet instant messaging applications continued to intensify, and SMS service volume decreased for the first time with a decrease of 1.4% over the previous year. Revenue generated from wireless data traffic, which has become a strong driver of revenue growth, grew by 58.6% to RMB108,239 million in 2013, as compared to RMB68,257 million in 2012, primarily due to the significant increase in mobile data traffic resulting from the rapid development of the mobile Internet business and the increasing market penetration of smartphones. Growth of applications and information services, in particular Migu Music, and-Reading, and-Video, and-Gaming, and and-Animation, was also an important driver for our data business. Revenue generated from applications and information services grew by 6.4% to RMB57,327 million in 2013, as compared to RMB53,876 million in 2012. As a percentage of revenue from telecommunications services, data services revenue increased from 29.7% in 2012 to 35.0% in 2013. We expect our data services revenue, in particular revenue generated from wireless data traffic business and applications and information services, to continue to grow in 2014.



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Revenue from sales of products and others increased by 83.8% from RMB21,422 million in 2012 to RMB39,366 million (US\$6,503 million) in 2013. This increase was primarily due to our efforts to increase the sales volume of devices, especially TD smartphones, since the long-term development of the TD terminal supply chain has considerable potential to drive data traffic growth.

**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, cost of products sold and other operating expenses. Other operating expenses primarily consist of network maintenance expenses, operating lease charges, labor service expenses, impairment loss of doubtful accounts, asset write-offs and other miscellaneous expenses.

Operating expenses increased by 15.2% from RMB429,105 million in 2012 to RMB494,528 million (US\$81,690 million) in 2013. The increase was due to an increase in investments of resources to support our business development and reinforce our core competitiveness in connection with our strategic transformation, including an increase in investments relating to network maintenance and optimization, customer service, third-party distribution channels and research and development.

Leased line expenses increased by 89.0% from RMB9,909 million in 2012 to RMB18,727 million (US\$3,093 million) in 2013. The increase was a result of (i) an increase in TD network capacity leasing fees, due to an increase in TD network utilization rate and expansion in the volume of assets relating to the TD network, (ii) an increase in leasing fees for Internet ports, due to the rapid development of mobile Internet services and a rapid increase in data traffic and (iii) our payment of the leasing fees to CMCC for the Village Connect assets constructed before 2013. As a percentage of operating expenses, leased line expenses increased from 2.3% in 2012 to 3.8% in 2013.

Interconnection expenses increased by 3.4% from RMB25,140 million in 2012 to RMB25,998 million (US\$4,295 million) in 2013, primarily due to an increase in the volume of outbound voice usage to other operators. Our continuing marketing strategy of reorganizing and re-routing traffic volume has led to a lower proportion of inter-network traffic volume, and interconnection expenses as a percentage of operating expenses decreased from 5.8% in 2012 to 5.2% in 2013.

Depreciation expenses increased by 3.8% from RMB100,848 million in 2012 to RMB104,699 million (US\$17,295 million) in 2013. The increase was mainly due to an expansion in the volume of our assets, which is in turn due to large scale capital expenditure undertaken by us for the purpose of upgrading our network as part of our strategic transformation. As a percentage of operating expenses, depreciation expenses decreased from 23.5% in 2012 to 21.1% in 2013.

Personnel expenses increased by 10.0% from RMB31,256 million in 2012 to RMB34,376 million (US\$5,679 million) in 2013. This increase was primarily due to an increase in headcount and social insurance costs. As a percentage of operating expenses, personnel expenses decreased from 7.3% in 2012 to 7.0% in 2013.

Selling expenses increased by 14.5% from RMB80,232 million in 2012 to RMB91,834 million (US\$15,170 million) in 2013. This increase was principally the result of an increase in investments in sales channels, customer service and other areas in response to intensified market competition and in order to strengthen our relationship with existing customers and middle-to-high-end customers as well as continue to improve customer service and satisfaction. As a percentage of operating expenses, selling expenses decreased slightly from 18.7% in 2012 to 18.6% in 2013.

Cost of products sold increased by 48.0% from RMB41,448 million in 2012 to RMB61,363 million (US\$10,136 million) in 2013. This increase was mainly due to our efforts to increase the sales volume of devices, especially TD smartphones, resulting in a corresponding increase in the costs of goods sold. As a percentage of operating expenses, cost of products sold increased from 9.7% in 2012 to 12.4% in 2013.

Other operating expenses increased by 12.3% from RMB140,272 million in 2012 to RMB157,531 million (US\$26,022 million) in 2013. This increase was primarily due to an increase in network maintenance and other related expenses attributable to the expansion in our network assets, as well as an increase in labor service expenses. Increase in other operating expenses were partially offset by a decrease in the write-off of property, plant and equipment as well as a decrease in conference and travelling expenses due to the implementation of controls over administrative expenses. As a percentage of operating expenses, other operating expenses decreased from 32.7% in 2012 to 31.9% in 2013. For more information on our other operating expenses, see note 6 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 decreased by 11.2% from RMB152,730 million in 2012 to RMB135,649 million (US\$22,408 million) in 2013, and operating margin (profit from operations as a percentage of operating revenue) decreased from 26.2% in 2012 to 21.5% in 2013.

**Non-Operating Net Income.** Non-operating net income increased by 48.0% from RMB615 million in 2012 to RMB910 million (US\$150 million) in 2013, principally due to an increase in penalty income from RMB256 million in 2012 to RMB405 million in 2013.

**Interest Income.** Interest income increased by 20.8% from RMB12,661 million in 2012 to RMB15,289 million (US\$2,526 million) in 2013, mainly due to an increase in the amount of bank deposits and an increase in the average yield of our bank deposits as we optimized the composition of our bank deposits in 2013.

**Finance Costs.** Finance costs decreased by 15.1% from RMB390 million in 2012 to RMB331 million (US\$55 million) in 2013. This decrease was due to lower interest rates in 2013 in respect of the deferred consideration payable in connection with the acquisition of our subsidiaries in 2002 and 2004, respectively. In 2013, the average interest rate that we paid on our outstanding borrowings was approximately 1.96%, compared to 1.36% in 2012.

**Share of Profit of Associates.** We had a share of profit of associates of RMB7,062 million (US\$1,167 million) in 2013, which was primarily attributable to our shareholding of 20% of the enlarged issued share capital of SPD Bank, compared to a share of profit of associates of RMB5,685 million in 2012. Our share of profit of associates has been adjusted to reflect the amortization of the proportionate fair value of the associates' 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 decreased by 7.4% from RMB171,300 million in 2012 to RMB158,579 million (US\$26,195 million) in 2013.

**Taxation.** Our income tax expense decreased by 12.3% from RMB41,919 million in 2012 to RMB36,776 million (US\$6,075 million) in 2013. This decrease was due to a decrease in taxable income as well as the preferential tax rates. Our effective tax rate was 24.5% in 2012 and 23.2% in 2013, 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 decreased by 5.9% from RMB129,274 million in 2012 to RMB121,692 million (US\$20,102 million) in 2013. Net profit margin (profit attributable to equity shareholders as a percentage of operating revenue) decreased from 22.2% in 2012 to 19.3% in 2013.

**Year Ended December 31, 2012 Compared to Year Ended December 31, 2011**

**Operating Revenue.** Our operating revenue components are revenue from telecommunications services and revenue from sales of products and others. Revenue from telecommunications services 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 revenue from telecommunications services mainly represents interconnection revenue. Revenue from sales of products and others is mainly derived from sales of SIM cards and terminals as well as revenue from construction contracts.

Operating revenue increased by 8.2% from RMB537,806 million in 2011 to RMB581,835 million in 2012. This increase was primarily due to the continued expansion in our customer base, rapid growth of wireless data traffic business and the continued growth in applications and information services. Our total number of customers was 710.3 million as of December 31, 2012, compared to 649.6 million as of December 31, 2011.

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Revenue from telecommunications services increased by 6.1% from RMB527,999 million in 2011 to RMB560,413 million in 2012. In particular, voice services revenue increased slightly by 1.1% from RMB364,189 million in 2011 to RMB368,025 million in 2012. This increase principally resulted from the continued expansion in our customer base and further increases in our voice usage in 2012. Our average voice services revenue per minute continued to reflect a downward trend from RMB0.094 in 2011 to RMB0.088 in 2012. With intensified market competition and with further declines in tariffs, our average voice services revenue per minute may continue to decline in future periods. As a percentage of revenue from telecommunications services, voice services revenue decreased from 69.0% in 2011 to 65.7% in 2012.

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

	Year Ended December 31,	
	2011	2012
	(Revenue, in millions of RMB)	
SMS and MMS	46,462	44,215
Wireless data traffic	44,428	68,257
Applications and information services	48,440	53,876
Data services revenue	139,330	166,348
Data services revenue as a percentage of revenue from telecommunications services	26.4%	29.7%

Data services revenue increased by 19.4% from RMB139,330 million in 2011 to RMB166,348 million in 2012. 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 decreased by 4.8% to RMB44,215 million in 2012 from RMB46,462 million in 2011 as SMS and MMS tariffs continued to decline and as competition from Internet instant messaging applications continued to intensify. Revenue generated from wireless data traffic grew substantially by 53.6% to RMB68,257 million in 2012, as compared to RMB44,428 million in 2011, primarily due to the significant increase in mobile data traffic resulting from the rapid development of the mobile Internet business and the increasing market penetration of smartphone terminals. Growth of applications and information services was also an important driver for our data business. Revenue generated from applications and information services grew by 11.2% to RMB53,876 million in 2012, as compared to RMB48,440 million in 2011. As a percentage of revenue from telecommunications services, data services revenue increased from 26.4% in 2011 to 29.7% in 2012.

Revenue from sales of products and others increased by 118.4% from RMB9,807 million in 2011 to RMB21,422 million in 2012. This increase was primarily due to our efforts to increase the sales volume of terminals, especially TD smartphones, since the long-term development of the TD terminal supply chain has considerable potential to drive data traffic growth.

**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, cost of products sold 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 11.8% from RMB383,948 million in 2011 to RMB429,105 million in 2012. This increase was generally in line with the continued growth in our business and expansion in our customer base and our ongoing efforts to deliver better quality services and to cope with intensified competition in the telecommunications market in Mainland China.

Leased line expenses increased significantly by 91.0% from RMB5,188 million in 2011 to RMB9,909 million in 2012. This increase reflected an increase in leasing fees of Internet ports paid or payable to other telecommunications operators as a result of the rapid development of our Internet related businesses and an increase in payment of RMB1,385 million to CMCC in connection with the lease of its TD-SCDMA network capacity mainly due to an increase in the utilization of the TD-SCDMA network. As a percentage of operating expenses, leased line expenses increased from 1.4% in 2011 to 2.3% in 2012.

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Interconnection expenses increased by 6.8% from RMB23,533 million in 2011 to RMB25,140 million in 2012, primarily due to an increase in interconnection voice usage volume. Our continuing marketing strategy of reorganizing and re-routing traffic volume has led to a lower proportion of inter-network traffic volume, and interconnection expenses as a percentage of operating expenses decreased from 6.1% in 2011 to 5.8% in 2012.

Depreciation expenses increased by 3.8% from RMB97,113 million in 2011 to RMB100,848 million in 2012. This increase was mainly due to our ongoing 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 expenses decreased from 25.3% in 2011 to 23.5% in 2012.

Personnel expenses increased by 9.0% from RMB28,672 million in 2011 to RMB31,256 million in 2012. This increase was primarily due to an increase in headcount from 175,336 as of the end of 2011 to 182,487 as of the end of 2012 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 establishing subsidiaries to operate certain aspects of our businesses. As a percentage of operating expenses, personnel expenses decreased from 7.5% in 2011 to 7.3% in 2012.

Selling expenses increased by 2.0% from RMB78,636 million in 2011 to RMB80,232 million in 2012. This increase was principally the result of an increase in expanding sales channels, developing new models of terminals and improving customer service in response to intensified market competition. As a percentage of operating expenses, selling expenses decreased from 20.5% in 2011 to 18.7% in 2012.

Cost of products sold increased by 79.3% from RMB23,120 million in 2011 to RMB41,448 million in 2012. This increase was mainly due to our efforts to increase the sales volume of devices, especially TD smartphones, resulting in a corresponding increase in the costs of goods sold. As a percentage of operating expenses, cost of products sold increased from 6.0% in 2011 to 9.7% in 2012.

Other operating expenses increased by 9.9% from RMB127,686 million in 2011 to RMB140,272 million in 2012. This increase was primarily due to an increase in maintenance expenses from RMB35,096 million in 2011 to RMB39,184 million in 2012. This increase was also due to an increase in labor service expenses for labor sourced by third parties from RMB20,014 million in 2011 to RMB23,934 million in 2012, and an increase in the cost of utilities, such as water, electricity and heating. Increase in other operating expenses were partially offset by a decrease in write-off of property, plant and equipment from RMB5,853 million in 2011 to RMB2,818 million in 2012. In addition, this increase was due to an increase in operating lease charges from RMB11,235 million in 2011 to RMB12,752 million in 2012, incurred mainly in connection with our continued investments in our network equipment and facilities. As a percentage of operating expenses, other operating expenses decreased from 33.2% in 2011 to 32.7% in 2012. For more information on our other operating expenses, see note 6 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 decreased by 0.7% from RMB153,858 million in 2011 to RMB152,730 million in 2012, and operating margin (profit from operations as a percentage of operating revenue) decreased from 28.6% in 2011 to 26.2% in 2012.

**Non-Operating Net Income.** Non-operating net income increased by 7.7% from RMB571 million in 2011 to RMB615 million in 2012, principally due to a foreign exchange gain of RMB17 million in 2012, compared to a foreign exchange loss of RMB9 million in 2011. Non-operating net income is mainly comprised of penalty income and other miscellaneous non-operating income.

**Interest Income.** Interest income increased by 50.5% from RMB8,413 million in 2011 to RMB12,661 million in 2012, mainly due to an increase in the average yield of our bank deposits as we adjusted the composition of our bank deposits and an increase in the amount of bank deposits in 2012.

**Finance Costs.** Finance costs decreased by 31.0% from RMB565 million in 2011 to RMB390 million in 2012. The higher finance costs in 2011, as compared to 2012, was mainly attributable to the redemption in June 2011 of guaranteed bonds due in 2011 in the aggregate principal amount of RMB5,000 million. This decrease was also due to lower interest rates in 2012 in respect of the deferred consideration payable in connection with the acquisition of our subsidiaries in 2002 and 2004, respectively. In 2012, the average interest rate that we paid on our outstanding borrowings was approximately 1.36%, compared to 1.81% in 2011.

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**Share of Profit of Associates.** We had a share of profit of associates of RMB5,685 million in 2012, which was primarily attributable to our shareholding of 20% of the enlarged issued share capital of SPD Bank, compared to a share of profit of associates of RMB4,306 million in 2011. 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 2.8% from RMB166,582 million in 2011 to RMB171,300 million in 2012.

**Taxation.** Our income tax expense increased by 3.2% from RMB40,603 million in 2011 to RMB41,919 million in 2012. This increase was mainly due to an increase in our profit before taxation. Our effective tax rate was 24.4% in 2011 and 24.5% in 2012, 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 2.7% from RMB125,870 million in 2011 to RMB129,274 million in 2012. Net profit margin (profit attributable to equity shareholders as a percentage of operating revenue) decreased from 23.4% in 2011 to 22.2% in 2012.

## Liquidity and Capital Resources

### Liquidity

Our principal source of liquidity is cash generated from our operations. As of December 31, 2013, we had working capital (current assets minus current liabilities) of RMB96,276 million (US\$15,904 million), compared to working capital of RMB148,797 million as of December 31, 2012 and working capital of RMB109,441 million as of December 31, 2011. The decrease in our working capital as of December 31, 2013 from December 31, 2012 was primarily due to a decrease in cash and cash equivalents and an increase in accounts payable, accrued expenses and other payables partially offset by increase in our bank deposits, accounts receivable and other receivables. The current portion of our finance lease obligations as of December 31, 2011, 2012 and 2013 were RMB68 million, RMB68 million and RMB68 million (US\$11 million), respectively.

Bank deposits represent term deposits with banks with original maturity exceeding three months. As of December 31, 2013, we had bank deposits of RMB374,977 million (US\$61,942 million), compared to bank deposits of RMB331,997 million as of December 31, 2012 and bank deposits of RMB246,687 million as of December 31, 2011. The increase of bank deposits in 2012 was mainly due to the increase of net cash generated from operating activities, while the increase of bank deposits in 2013 was mainly because the amount of net cash generated from operating activities remained substantial. In addition, we placed part of our cash and cash equivalents (which comprises cash at banks and in hand, as well as bank deposits with original maturity within three months) as term deposits with maturity exceeding three months to earn interest income at higher yields. As a result, bank deposits increased during these periods.

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

	Year ended December 31,		
	2011	2012	2013
	(in millions of RMB)		
Net cash generated from operating activities	226,756	230,709	224,985
Net cash used in investing activities	(169,356)	(191,176)	(171,475)
Net cash used in financing activities	(58,420)	(54,897)	(79,431)
Net decrease in cash and cash equivalents	(1,020)	(15,364)	(25,921)

Net cash generated from operating activities decreased by 2.5% from RMB230,709 million in 2012 to RMB224,985 million (US\$37,165 million) in 2013, which is in line with the decrease in our profit from operations excluding depreciation and amortization as well as the increase in inventories in 2013 compared to 2012.

Net cash generated from operating activities increased by 1.7% from RMB226,756 million in 2011 to RMB230,709 million in 2012, primarily reflecting a larger increase in accounts payable, a larger increase in accrued expenses and other payables as well as a decrease in inventories in 2012 compared to an increase in inventories in 2011, which was partially offset by an increase in PRC enterprise income tax paid and a larger increase in accounts receivable.





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Net cash used in investing activities decreased by 10.3% from RMB191,176 million in 2012 to RMB171,475 million (US\$28,326 million) in 2013, primarily due to a decrease in our bank deposits, which was partially offset by an increase in capital expenditure and an increase in interest received.

Net cash used in investing activities increased by 12.9% from RMB169,356 million in 2011 to RMB191,176 million in 2012, primarily due to a greater increase in our bank deposits and an increase in our restricted bank deposits, which was partially offset by an increase in the repayment of trust loans granted to large state-owned enterprises through commercial banks.

Net cash used in financing activities increased by 44.7% from RMB54,897 million in 2012 to RMB79,431 million (US\$13,121 million) in 2013. The larger amount of cash used in financing activities in 2013 compared to 2012 was mainly attributable to our repayment of deferred considerations in full.

Net cash used in financing activities decreased by 6.0% from RMB58,420 million in 2011 to RMB54,897 million in 2012. The larger amount of cash used in financing activities in 2011 compared to 2012 was mainly attributable to the redemption in June 2011 of guaranteed bonds due in 2011 in the aggregate principal amount of RMB5,000 million, which was partially offset by an increase in dividends paid to shareholders of RMB2,850 million.

### ***Capital Expenditures***

Capital expenditures incurred in 2011, 2012 and 2013 were RMB128,548 million, RMB127,403 million and RMB184,888 million (US\$30,541 million), respectively. We incurred capital expenditures principally for the construction of our mobile telecommunications networks, support system, transmission facilities, buildings and infrastructure and development of business. The level of our capital expenditures increased in 2013 principally as a result of the increasing demand for services provided by our networks due to the continued growth of our customer base and rapid growth of our data business.

We estimate that we will incur capital expenditures of approximately RMB225.2 billion (US\$37 billion) in 2014. We expect that approximately 44% of our capital expenditures in 2014 will be used in the construction of mobile telecommunications networks, approximately 28% will be used in the construction of transmission facilities, approximately 12% will be used in construction of buildings and infrastructure, approximately 5% will be used in building support systems, and approximately 5% will be used in business development. We expect that 33% of our capital expenditures in 2014, or RMB74.9 billion will be used in the construction of our TD-LTE mobile communication networks.

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 2014.

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

### ***Contractual Obligations and Commitments***

#### **Indebtedness**

As of December 31, 2012 and 2013, 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 China Mobile Group Anhui Co., Ltd., China Mobile Group Jiangxi Co., Ltd., China Mobile Group Chongqing Co., Ltd., China Mobile Group Sichuan Co., Ltd., China Mobile Group Hubei Co., Ltd., China Mobile Group Hunan Co., Ltd., China Mobile Group Shaanxi Co., Ltd. and China Mobile Group Shanxi Co., Ltd. in 2002.



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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 were fully repaid by December 31, 2013.

We currently have a corporate credit rating of Aa3/Outlook Stable from Moody's Investors Service and AA-/Outlook Stable from Standard & Poor's, which remain at levels equivalent to China's sovereign credit rating, respectively. 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, 2013, 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.

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, 2013:

Contractual Obligations	Total	Payments Due by Period			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
Accounts Payable	173,157	173,157			
Bills Payable	1,360	1,360			
Accrued expenses and other payables	125,811	125,811			
Bonds	5,860	225	450	5,185	
Finance Lease Obligations	71	71			
<b>Total Contractual Obligations</b>	<b>306,259</b>	<b>300,624</b>	<b>450</b>	<b>5,185</b>	

The following table sets forth certain information regarding our other commercial commitments as of December 31, 2013:

**Amount of Commitment  
Expiration Per Period**

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<b>Other Commercial Commitments</b>	<b>Total Amount Committed</b>	<b>Less than 1 year</b>	<b>1 3 years</b>	<b>3 5 years</b>	<b>More than 5 years</b>
	<b>(in millions of RMB)</b>				
Operating Lease Commitments	39,825	14,619	12,999	7,028	5,179
Capital Commitments	243,844	186,629	57,215		
<b>Total Commercial Commitments</b>	<b>283,669</b>	<b>201,248</b>	<b>70,214</b>	<b>7,028</b>	<b>5,179</b>

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**Table of Contents****Off-Balance Sheet Arrangements**

As of December 31, 2013, 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.

**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, 2014.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Mr. XI Guohua	62	Executive Director and Chairman
Mr. LI Yue	54	Executive Director and Chief Executive Officer
Mr. XUE Taohai	57	Executive Director, Vice President and Chief Financial Officer
Mdm. HUANG Wenlin	59	Executive Director and Vice President
Mr. SHA Yuejia	56	Executive Director and Vice President
Mr. LIU Aili	50	Executive Director and Vice President
Dr. LO Ka Shui	67	Independent Non-Executive Director
Mr. Frank K.S. WONG	66	Independent Non-Executive Director
Dr. Moses M.C. CHENG	64	Independent Non-Executive Director
Mr. Paul M.Y. CHOW*	67	Independent Non-Executive Director

\* Mr. Paul M.Y. CHOW was appointed as an Independent Non-Executive Director of our company effective on May 30, 2013. Mr. XI Guohua has served as our Executive Director since July 2011 and our Chairman since March 2012. He is in charge of our overall management. Mr. Xi served as our Vice Chairman from July 2011 to March 2012. Mr. Xi is also the Chairman of CMCC and 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

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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.

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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, a director of CMC and a director and Chairman of China Mobile Finance. 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 many years of experience in the telecommunications industry and financial management.

Mdm. HUANG Wenlin has served as our Executive Director and Vice President since September 2007. Mdm. Huang is principally in charge of human resources, training 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 many 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 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, Director and Vice President, Chairman and President of Beijing Mobile and Chairman of Union Mobile Pay Limited. 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 many 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 planning and construction, network operations, business support and information management. He is also a Vice President of CMCC and a director of CMC. Mr. Liu ceased to be a non-executive director of China Communications Services Corporation Limited in November 2012. 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 China Mobile Group Shandong Co., Ltd. and Zhejiang Mobile and Chairman of CMPak Limited. Mr. Liu graduated from Heilongjiang Posts and Telecommunications School with an associate degree. 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 many 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 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 an independent non-executive director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited and City-e-Solutions Limited. He is 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 a non-executive director of The Hongkong and Shanghai Banking Corporation Limited and an independent non-executive director of Winsor Properties Holdings 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.

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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, Chairman and director of Mapletree Greater China Commercial Trust Management Ltd., a non-executive director of PSA International Pte Ltd, Singapore and a member of the Financial Services Development Council of the Hong Kong SAR Government. 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.

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. 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 currently holds directorships in City Telecom (H.K.) Limited, Liu Chong Hing Investment Limited, China Resources Enterprise, Limited, Towngas China Company Limited, Kader Holdings Company Limited, K. Wah International Holdings Limited, Guangdong Investment Limited and Tian An China Investments Company Limited, all of which are publicly-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. Dr. Cheng was a member of the Legislative Council of Hong Kong. His other directorships in publicly-listed companies in the last three years include China COSCO Holdings Company Limited and Hong Kong Exchanges and Clearing Limited.

Mr. Paul M.Y. CHOW has served as our independent Non-Executive Director since May 2013. Mr. Chow currently serves as the Chairman of Hong Kong Cyberport Management Company Limited, a member of the Steering Committee on Innovation and Technology of the Government of the Hong Kong Special Administrative Region, a member of the Asian Advisory Council of AustralianSuper, and an independent non-executive director of Bank of China Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited). Mr. Chow previously served as an executive director and Chief Executive of Hong Kong Exchanges and Clearing Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited) from April 2003 to January 2010, and as the Chief Executive of the Asia Pacific Region (ex-Japan) of HSBC Asset Management (Hong Kong) Limited from 1997 to 2003. Mr. Chow also served as a member and the Treasurer of the Council and the Court of the University of Hong Kong and the Chairman of the charitable organization Plan International Hong Kong.

**Compensation**

The aggregate amount of compensation that we paid to our directors and executive officers in 2013 for services performed as directors, officers or employees was approximately HK\$13 million (US\$1.7 million).

We adopted a share option scheme on October 8, 1997, or the 1997 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 1997 Scheme was terminated and another share option scheme, or the 2002 Scheme, was implemented for a term of 10 years commencing on June 24, 2002. Pursuant to the 2002 Scheme, the board of directors may, at their discretion, invite the executive directors, non-executive directors and employees of our company, any of its holding companies and their respective subsidiaries, and any entity in which our company or any of its subsidiaries holds any equity interest to take up options to subscribe for shares in our company. The 2002 Scheme ceased to be effective from June 24, 2012 and no further options were granted under the 2002 Scheme thereafter. The 2002 Scheme will however remain in 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 being exercised under the 2002 Scheme or otherwise to the extent as may be required in accordance with the 2002 Scheme. As of December 31, 2013, the total number of ordinary shares which may be issued on the exercise of the outstanding options granted under the 2002 Scheme was 385,273,559.



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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 2002 Scheme. Options lapsed or cancelled in accordance with the terms of the 1997 Scheme or the 2002 Scheme will not be counted for the purpose of calculating this 10% limit.

As the 1997 Scheme was terminated with effect on June 24, 2002, no share options were granted under the 1997 Scheme thereafter. Under the 1997 Scheme, all options not exercised on or before October 7, 2007 have lapsed. As the 2002 Scheme ceased to be effective from June 24, 2012, no share options were granted under the 2002 Scheme thereafter.

The consideration payable for the grant of option under the 2002 Scheme is HK\$1.00.

The exercise price of the options granted under the 2002 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 2002 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, 2013, the directors and employees of our company had options to subscribe for the ordinary shares of our company granted under the 2002 Scheme. In 2013, 2,199,065 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 Mr. Frank K.S. Wong, as chairman of the committee, Dr. Moses M.C. Cheng and Mr. Paul M.Y. Chow. 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.

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***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

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, 2013, our directors who own shares in our company are listed as follows:

<b>Director</b>	<b>Number of shares held</b>	<b>Percentage of ordinary shares</b>
Lo Ka Shui	700,000*	0.0035%
Frank K.S. Wong	250,000	0.0012%

\* Including interest of controlled corporation.

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, 2013, options exercisable for an aggregate of 3,354,675 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\$22.75 per share through October 27, 2014:

<b>Director</b>	<b>Number of shares covered by options</b>
Li Yue	154,000
Xue Taohai	154,000
Sha Yuejia	82,575
Liu Aili	82,600

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

<b>Director</b>	<b>Number of shares covered by options</b>
Li Yue	780,000
Xue Taohai	780,000
Sha Yuejia	780,000
Liu Aili	141,500
Moses M.C. Cheng	400,000

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

**Major Shareholders**

As of March 31, 2014, approximately 73.66% 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, 2014, our majority shareholders held, directly or indirectly, between approximately 73.66% 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, 2014, CMCC indirectly owned an aggregate of approximately 73.66% 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. On September 13, 2012, we entered into an agreement with CMCC, pursuant to which CMCC would gradually transfer 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 has been gradually phasing out.

***Licensing of Trademark***

CMCC is the owner of the CHINA MOBILE name and logo, a registered trademark in Mainland China, Australia, Brunei, Cambodia, Canada, Hong Kong, India, Indonesia, Macau, New Zealand, Pakistan, South Korea, Taiwan, Thailand, the United States, South Africa and Yemen. In addition, it has filed applications to register the CHINA MOBILE name and logo as a trademark in Malaysia 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.

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On January 1, 2013, we entered into the 2013 Trademark License Agreement with CMCC, which has a term of five years. Under the 2013 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 during the term of the 2013 Trademark License Agreement. The 2013 Trademark License Agreement replaced the 2008 Trademark License Agreement.

### ***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.

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***

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***

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. In view of the expiry of the Network Capacity Leasing Agreement on December 31, 2013, CMCC and we agreed to renew the Network Capacity Leasing Agreement on August 15, 2013 for a one-year term commencing on January 1, 2014.

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 RMB6,000 million in 2013, 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 RMB8,500 million in 2014. 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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**Table of Contents*****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* was automatically renewed for further terms of one year in 2010, 2011, 2012 and 2013, respectively. In view of its expiration on December 31, 2013, the parties further renewed the *Tripartite Agreement* on August 15, 2013 for a one-year term commencing on January 1, 2014.

The settlement charges receivable by us from China Tietong under the *Tripartite Agreement* in 2013 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 RMB700 million in 2013. It is expected that, in 2014, the aggregate amount of settlement charges payable by us to China Tietong under the *Tripartite Agreement* (as renewed) will not exceed RMB800 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 was automatically renewed for successive one-year periods in 2010, 2011, 2012 and 2013, respectively. In view of the expiry of the *Telecommunications Services Cooperation Agreement* on December 31, 2013, the parties have agreed to further renew the *Telecommunications Services Cooperation Agreement* on August 15, 2013 for a one-year term commencing on January 1, 2014.

The amount of charges receivable by us in 2013 under the *Telecommunications Services Cooperation Agreement* did not exceed RMB1,000 million. The amounts of charges payable by us in 2013 under the *Telecommunications Services Cooperation Agreement* did not exceed RMB4,000 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 RMB5,000 million while the aggregate amount of charges receivable by us from CMCC will not exceed RMB1,200 million in 2014. 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.

***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* was automatically renewed in 2011, 2012 and 2013, respectively. In view of the expiry of the *Network Assets Leasing Agreement* on December 31, 2013, CMCC and we have agreed to further renew the *Network Assets Leasing Agreement* on August 15, 2013 for a one-year term commencing on January 1, 2014.





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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 and the amount of leasing fees payable by us to CMCC under the Network Assets Leasing Agreement did not exceed RMB13,000 million in 2013. 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 RMB14,600 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 in 2014. 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 had a fixed term of three years and was effective from January 1, 2008 to December 31, 2010.

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The 2008-2010 Property Leasing Agreement and the 2008-2010 Telecommunications Services Agreement expired on December 31, 2010. 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. Each of the 2011-2013 Property Leasing Agreement and the 2011-2013 Telecommunications Services Agreement was for a term of three years from January 1, 2011 to December 31, 2013.

The rental and property management service charges paid by us to CMCC and its subsidiaries under the 2011-2013 Property Leasing Agreement did not exceed RMB1,000 million, RMB1,000 million and RMB1,500 million in 2011, 2012 and 2013, respectively. The charges paid by us to CMCC and its subsidiaries under the 2011-2013 Telecommunications Services Agreement did not exceed RMB2,000 million, RMB2,500 million and RMB3,500 million in 2011, 2012 and 2013, respectively, while the aggregate annual amount paid by CMCC and its subsidiaries to us in each of 2011, 2012 and 2013 did not exceed RMB2,400 million.

The 2011-2013 Property Leasing Agreement and the 2011-2013 Telecommunications Services Agreement expired on December 31, 2013. On August 15, 2013, we entered into the 2014-2016 property leasing and management agreement (the 2014-2016 Property Leasing Agreement ) with CMCC to extend the existing continuing connected transactions under the 2011-2013 Property Leasing Agreement. On the same date, we entered into the 2014-2016 telecommunications services agreement (the 2014-2016 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 2011-2013 Telecommunications Services Agreement. Each of the 2014-2016 Property Leasing Agreement and the 2014-2016 Telecommunications Services Agreement was for a term of three years from January 1, 2014 to December 31, 2016.

The rental and property management service charges payable by us to CMCC and its subsidiaries under the 2014-2016 Property Leasing Agreement in 2014, 2015 and 2016 are not expected to exceed RMB2,000 million, RMB2,200 million and RMB2,400 million, respectively. The aggregate annual amounts payable by us to CMCC and its subsidiaries under the 2014-2016 Telecommunications Services Agreement in 2014, 2015 and 2016 are not expected to exceed RMB5,000 million, RMB6,000 million and RMB7,000 million, respectively, and the aggregate annual amounts payable by CMCC and its subsidiaries to us in 2014, 2015 and 2016 are not expected to exceed RMB2,300 million, RMB2,200 million and RMB2,200 million, respectively. The transactions contemplated under the 2014-2016 Property Leasing Agreement and the 2014-2016 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 2013, no consideration was paid from us to CMCC or from CMCC to us under the 2013 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 operating results in 2013 and having taken into account our long-term development, our board of directors recommended payment of a final dividend of HK\$1.615 per share for the financial year ended December 31, 2013. This is in accordance with our dividend payout ratio of 43% planned for the full financial year of 2013. This, together with the interim dividend of HK\$1.696 per share paid in 2013,

amounted to an aggregate dividend payment of HK\$3.311 per share for the full financial year of 2013.

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In 2014, having taken into account various relevant factors, such as our overall financial condition, cash flow generating capabilities and future sustainable development needs, we plan that our dividend payout ratio for the full year of 2014 will be 43%.

Our board of directors believes that our industry-leading profitability and healthy cash flow generating capabilities will be able to provide sufficient support to our future 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, 2013 and March 31, 2014, there were 20,102,539,665 and 20,213,729,409, respectively, of our ordinary shares issued and outstanding. As of December 31, 2013 and March 31, 2014, there were, respectively, 482 and 483 registered holders of American depository receipts evidencing 93,925,203 and 105,729,213 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
<b>2009</b>	91.55	63.00	58.54	40.75
<b>2010</b>	84.30	71.95	54.40	46.27
<b>2011</b>	80.90	68.15	51.70	43.77
<b>2012</b>				
First Quarter	87.45	75.05	56.08	48.62
Second Quarter	89.05	76.70	56.89	49.68
Third Quarter	92.55	81.50	59.30	52.26
Fourth Quarter	90.50	83.30	58.72	53.85
<b>2013</b>				
First Quarter	91.45	80.35	59.53	52.20
Second Quarter	86.40	75.05	55.93	47.74
Third Quarter	88.30	78.40	57.40	51.03
Fourth Quarter	87.10	79.45	56.80	51.63
October	87.10	79.90	56.80	51.63
November	83.50	79.60	54.25	51.64
December	84.90	79.45	55.03	51.63
<b>2014</b>				
January	80.40	74.05	51.33	47.63
February	74.70	72.00	48.24	46.78
March	73.90	64.50	47.90	41.55
First Quarter	80.40	64.50	51.33	41.55
April (through April 24)	75.10	69.75	48.00	45.09

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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

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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.

***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***

***Voting Rights.*** Under the Companies Ordinance, any action to be taken by the shareholders in a general meeting requires the affirmative vote of either an ordinary or a special resolution passed at the meeting. An ordinary resolution is one passed by the majority of such shareholders as are entitled to, and do, vote in person or by proxy at a general meeting. A special resolution is one passed by not less than three-quarters of such shareholders as are entitled to, and do, vote in person or by proxy at a general meeting. Generally, resolutions of shareholders are passed by ordinary resolution. However, the Companies Ordinance stipulates that certain matters may only be passed by special resolutions.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by:

the chairman of the meeting;

at least three members present in person or by proxy and entitled to vote at the meeting;

any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Subject to any special rights, privileges or restrictions as to voting that may from time to time be attached to any class or classes of shares, on a show of hands, every individual shareholder who is present in person and every corporate shareholder who is present by a representative duly authorized under section 115 of the Companies Ordinance has one vote.





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On a poll, every shareholder present in person or, if the shareholder is a corporation, by duly authorized representative, or by proxy has one vote for every share of which he is the shareholder which is fully paid up or credited as fully paid up.

However, no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share.

There are no cumulative voting rights. Accordingly, the holders of a majority of the shares voting for the election of directors can elect all the directors if they choose to do so.

**Modification of Rights.** All or any of the rights from time to time attaching to any class of shares (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Ordinance, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class.

**Issue of Shares.** Under the Companies Ordinance, our directors may, without prior approval of the shareholders, offer to issue new shares to existing shareholders pro rata. The directors may not issue new shares in any other manner without the prior approval of the shareholders in a general meeting. Any such approval given in a general meeting will continue in force until the conclusion of the following annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or when revoked or varied by an ordinary resolution of the shareholders in a general meeting, whichever comes first. If such approval is given, the unissued shares shall be at the disposal of the board of directors, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the directors may determine.

**Dividends.** Subject to the Companies Ordinance and as set out in the Articles of Association, the shareholders in a general meeting may from time to time declare dividends to be paid to the shareholders according to their rights and interests in the profits available for distribution, but no dividend shall be declared in excess of the amount recommended by the board.

In addition to any dividends declared in a general meeting upon the recommendation of the board of directors, the board of directors may from time to time declare and pay to the members such interim dividends as appear to the board of directors to be justified by our reserves. The board of directors may also pay any dividend which may be payable at a fixed rate on a particular class of our shares, from time to time, whenever our reserves, in the opinion of the board of directors, justify such payment.

**Winding Up.** If we are wound up, the liquidator (whether voluntary or official) may, with the sanction of a special resolution, divide among the shareholders in specie or in kind the whole or any part of our assets or vest any part of our assets in trustees upon such trusts for the benefit of the shareholders or any of them as the resolution shall provide.

**Miscellaneous.** The shareholders are not entitled to any redemption rights, conversion rights or preemptive rights on the transfer of our securities.

### ***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.

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### *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.

### **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 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 uncertainties remain as to their implementation 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.

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### ***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.

*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% and 15% on corporations and unincorporated businesses, respectively, 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.

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**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 or currencies;

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, or the Code, its legislative history, existing and proposed regulations, published rulings and court decisions, all as currently in effect, as well as on the agreement between the United States and the People's Republic of China for the avoidance of double taxation (the U.S.-PRC Treaty). These laws are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of the Depositary, and the assumption that each obligation in the deposit agreement 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 its 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 tax consequences of owning and disposing of shares and 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 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 income taxation. If you are a non-corporate U.S. holder, dividends that constitute qualified dividend income will be taxable to you at the preferential rates applicable to long-term capital gains 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 that are paid with respect to ADSs that are readily tradable on an established securities market in the United States are qualified dividend income. Under this rule we expect that the dividends we pay with respect to the ADSs will be qualified dividend income. In addition, dividends paid by a non-U.S. corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States will be qualified dividend income. As our shares are not readily tradable on an established securities market in the United States and because we are uncertain as to whether we are eligible for the benefits of the U.S.-PRC Treaty, it is unclear whether dividends paid with respect to our shares will also be qualified dividend income.

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The dividend is taxable to you when you, in the case of shares, or the 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 as a U.S. holder 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. The gain or loss generally will be income or loss 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. However, we do not expect to calculate earnings and profits in accordance with United States federal income tax principles. Accordingly, you should expect to generally treat distributions we make as dividends.

Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the preferential tax rates.

Dividends will generally be income from sources outside the United States and, depending on your circumstances, will be either passive or general income for purposes of computing the foreign tax credit allowable to you. If you are subject to PRC withholding tax (as discussed in People's Republic of China Taxation of Dividends, above), you must include any such tax withheld from the dividend payment in your gross income, even though you do not in fact receive it. The PRC tax withheld and paid over to the PRC tax authorities will be creditable against your United States federal income tax liability. To the extent a refund of the tax withheld is available under PRC law, or to the extent that you could have avoided the withholding tax by complying with any certification, identification requirement or by completing any forms, the amount of tax withheld that is refundable or that could have been avoided will not be eligible for credit against your United States federal income tax liability.

***Taxation of Capital Gains***

Subject to the passive foreign investment company 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 non-corporate U.S. holder is generally taxed at preferential rates where the property is held for more than one year. Subject to the paragraph immediately below regarding gain subject to PRC tax, the gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. Your ability to deduct capital losses is subject to limitations. Any Hong Kong stamp duty that you pay will not be a creditable tax for United States federal income tax purposes, but you may be able to deduct such stamp duty subject to limitations under the Code.

It is not clear if PRC tax will be imposed on any gain from the disposition of your shares or ADSs (as discussed above in People's Republic of China Taxation of Capital Gains). Under the U.S.-PRC Treaty, if PRC tax were to be imposed on any gain from the disposition of your shares or ADSs, then such gain will be treated as PRC source income if you are eligible for the benefits of the U.S.-PRC Treaty. U.S. holders should consult their tax advisors regarding the possibility of PRC tax being imposed on gain from the disposition of their shares or ADSs, the tax consequences if PRC tax were to be imposed on such dispositions, and the availability of the foreign tax credit under their particular circumstances.



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### ***PFIC Rules***

We believe that we should not be treated as a passive foreign investment company, or 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 ADSs or shares:

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, directly or indirectly, 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 does 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;

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 we are a PFIC and you own ADSs then you can make a mark-to-market election with respect to the ADSs. If we are a PFIC and you own shares then you can make a mark-to-market election if the shares are treated as marketable stock under the applicable regulations. 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. 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 gain, if any, recognized upon the sale of your shares or ADSs will be taxed as ordinary income.

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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. Moreover, subject to the following sentence, 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. The rule in the preceding sentence will not apply however if you had a mark-to-market election in effect with respect to your shares or ADSs in the final year in which we are a PFIC or if you made a special purging election with respect to your shares or ADSs. Dividends that you receive that do not constitute qualified dividend income are not eligible for taxation at the preferential rates 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.

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If you own shares or ADSs during any year that we are a PFIC with respect to you, 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](http://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 2013.

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, 2013, 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.

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, 2013		As of December 31, 2012	
	2014	2015	2016	2017	2018	Thereafter	Total Recorded Amount	Fair Value	Total Recorded Amount	Fair 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%	
Bonds				4,989			4,989	4,675	4,986	4,908
Average interest rate				4.50%			4.50%		4.50%	
Deferred consideration payable									23,633	23,633
Average interest rate									0.89%	

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

	Expected Maturity Date						As of December 31, 2013		As of December 31, 2012	
	2014	2015	2016	2017	2018	Thereafter	Total	Fair	Total	Fair
							Recorded Amount	Value	Recorded Amount	Value
(RMB equivalent in millions)										
<b>On-balance sheet financial instruments</b>										
<b>Restricted bank deposits:</b>										
in Hong Kong dollars				122	35		157	157	122	122
<b>Bank deposits:</b>										
in U.S. dollars	270						270	270	336	336
in Hong Kong dollars	799						799	799	1,803	1,803
<b>Cash and cash equivalents:</b>										
in U.S. dollars	413						413	413	343	343
in Hong Kong dollars	1,559						1,559	1,559	1,142	1,142

**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)

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

Expenses of the depository

Taxes and other governmental charges the depository 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 depository, 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 2013 was US\$183,896.42, 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, 2013 was US\$132,076.43.

**For:**

Each issuance of an ADS, including as a result of a distribution of shares or rights or other property

Each cancellation of an ADS, including if the deposit agreement terminates

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 depository 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, 2013, 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, 2013, 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, 2013, 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 (1992) 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, 2013.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm, as stated in their report dated April 25, 2014 appearing on page F-2 of this annual report on Form 20-F.

/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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**Changes in Internal Control Over Financial Reporting.** During 2013, 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, 2013, and may also be downloaded from our website at [www.chinamobileltd.com/images/pdf/terms/CodeofEthics\\_eng.pdf](http://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 2012 and 2013:

	Audit Fees <sup>(1)</sup> RMB	Audit- Related Fees RMB	Tax Fees RMB	All Other Fees <sup>(2)</sup> RMB
2012	87,000,000		2,000,000	12,000,000
2013	85,000,000		1,000,000	6,000,000

(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.  
Change of Principal Accountants**

On March 14, 2013, the board of directors of the Company resolved, as recommended by our audit committee, to propose to replace our principal accountants, KPMG, after the completion of their audit of our consolidated financial statements as of and for the year ended December 31, 2012 and the effectiveness of our internal control over financial reporting as of December 31, 2012. Such change in our principal accountants is due to the relevant regulations issued by the Ministry of Finance and the State-Owned Assets Supervision and Administration Commission of the PRC. According to the relevant regulations, there are restrictions in respect of the number of years of audit services that an accounting firm can continuously provide to a State-owned enterprise and its subsidiaries. As a result, our company did not re-appoint KPMG at the annual general meeting held on May 30, 2013.



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None of the auditors' reports issued by KPMG on our financial statements as of and for the fiscal years ended December 31, 2011 and 2012 contained an adverse opinion or a disclaimer of opinion, or was modified or qualified as to uncertainty, audit scope, or accounting principles. During the two fiscal years ended December 31, 2011 and 2012 and through March 14, 2013, there were no disagreements with KPMG, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement if not resolved to KPMG's satisfaction would have caused them to make reference to the subject matter of the disagreement in connection with their report, nor have there been any reportable events (as defined in Item 16F(a)(1)(v) of Form 20-F). We have provided KPMG with a copy of the foregoing disclosure and have requested that KPMG furnish to us a letter addressed to the SEC stating whether or not KPMG agrees with such disclosure. A copy of the letter is filed as Exhibit 15.1 to this Form 20-F.

**Engagement of New Principal Accountants**

On March 14, 2013, our board of directors resolved, as recommended by our audit committee, to propose to appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company (now known as PricewaterhouseCoopers Zhong Tian LLP), or collectively PwC, as our new principal accountants for Hong Kong financial reporting and U.S. financial reporting purposes, respectively. Such appointment became effective upon the close of our 2013 annual general meeting. During the two fiscal years ended December 31, 2011 and 2012 and through March 14, 2013, neither we nor any person on our behalf consulted with PwC regarding either (i) the application of accounting principles to a specific completed or proposed transaction or regarding the type of audit opinion that might be rendered on our financial statements and no written or oral advice was provided that PwC concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issues, or (ii) any matter being the subject of disagreement (as defined in Item 16F(a)(1)(iv) of Form 20-F) or reportable event (as defined in Item 16F(a)(1)(v) of Form 20-F).

**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.

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 one-third of our board of directors be independent non-executive directors as determined under the Hong Kong Listing Rules. We currently have four 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. As a listed company in Hong Kong, we are subject to the requirement under the Hong Kong Listing Rules that our Chairman should hold meetings at least annually with the non-executive directors (including independent non-executive directors) without the presence of the executive directors.

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 responsible for performing the corporate governance duties, including developing and reviewing our policies and practices on corporate governance guidelines.

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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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**PART III**

**Item 17. Financial Statements.**

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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<u>Consolidated balance sheets</u>	F-7
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<u>Consolidated cash flow statements</u>	F-12
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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:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
1.1	Memorandum and Articles of Association (as amended). <sup>(1)</sup>
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. <sup>(2)</sup>
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). <sup>(3)</sup>
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). <sup>(4)</sup>
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. <sup>(4)</sup>
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. <sup>(5)</sup>
4.4	Asset Injection Agreement, dated April 9, 2004, between China Mobile Communications Corporation, China Mobile Group Neimenggu Co., Ltd. and Neimenggu Communication Service Company (with English translation and schedule). <sup>(5)</sup>

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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).<sup>(5)</sup>
- 4.6 Asset Injection Agreement, dated April 9, 2004, between China Mobile Communications Corporation and China Mobile Communication Company Limited (with English translation).<sup>(5)</sup>
- 4.7 Agreement on the Confirmation of Rights and Obligations, dated April 9, 2004, between China Mobile Communications Corporation, China Mobile Group Neimenggu Co., Ltd. and Neimenggu Communication Service Company (with English translation and schedule).<sup>(5)</sup>

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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).<sup>(5)</sup>
- 4.9 Consent Letter to the Substitution of Borrowers under the Consigned Loan Agreement, dated February 13, 2004, between China Mobile Communications Corporation, China Mobile Group Neimenggu Co., Ltd., Neimenggu Communication Service Company and Beijing Chang an Sub-branch of Industrial and Commercial Bank of China (with English translation and schedule)<sup>(5)</sup>
- 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).<sup>(5)</sup>
- 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.<sup>(3)</sup>
- 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).<sup>(3)</sup>
- 4.13 Agreement on the Sales and Maintenance of Masts and Maintenance of Antennas and Feeder Lines, dated August 1, 2000, between China Mobile Group Hebei Co., Ltd. and Hebei Provincial Posts and Telecommunications Equipment and Machinery Plant.<sup>(6)</sup>
- 4.14 Trademark License Agreement, dated January 1, 2008, between China Mobile Communications Corporation and China Mobile Limited (with English translation).<sup>(7)</sup>
- 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).<sup>(8)</sup>
- 4.16 TD-SCDMA Network Capacity Leasing Agreement, dated December 29, 2008, between China Mobile Communications Corporation and China Mobile Limited (with English translation).<sup>(8)</sup>
- 4.17 Telecommunications Services Cooperation Agreement, dated November 6, 2009, between China Mobile Communications Corporation and China Mobile Limited (with English translation).<sup>(9)</sup>
- 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).<sup>(9)</sup>
- 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).<sup>(10)</sup>
- 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).<sup>(10)</sup>
- 4.21 Network Assets Leasing Agreement, dated August 18, 2011, between China Mobile Communications Corporation and China Mobile Limited (with English translation).<sup>(11)</sup>
- 4.22 Amendment and Transfer Agreement in connection with the Agreement regarding Settlement of Interconnection and Roaming, Transmission Line Leasing, Usage of Spectrum Frequency and Numbering Resources, dated September 13, 2012, between China Mobile Limited, China Mobile International Limited, China Mobile Communications Corporation and China Mobile Communication Co., Ltd. (with English translation).<sup>(12)</sup>
- 4.23 Trademark License Agreement, dated January 1, 2013, between China Mobile Communications Corporation and China Mobile Limited (with English translation).
- 4.24 Property Leasing and Management Services Agreement for the Years from 2014 to 2016, dated August 15, 2013, between China Mobile Limited and China Mobile Communications Corporation (with English translation).

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4.25	Telecommunications Services Agreement for the Years from 2014 to 2016, dated August 15, 2013, between China Mobile Limited and China Mobile Communications Corporation (with English translation).
8.1	List of Major Subsidiaries.
11.1	Code of Ethics. <sup>(5)</sup>
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).
15.1	Letter from KPMG.

- (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.
- (11) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2011 (File No. 1-14696), filed with the SEC on April 25, 2012.
- (12) Incorporated by reference to our Annual Report on Form 20-F for the fiscal year ended December 31, 2012 (File No. 1-14696), filed with the SEC on April 25, 2013.

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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, 2014

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**Reports of Independent Registered Public Accounting Firms**

**TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF CHINA MOBILE LIMITED**

In our opinion, the accompanying consolidated balance sheet as of December 31, 2013 and the related consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended present fairly, in all material respects, the financial position of China Mobile Limited and its subsidiaries (together, the Group) at December 31, 2013, and the results of their operations and their cash flows for the year ended December 31, 2013 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Group's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the Management's Report on Internal Control Over Financial Reporting included in Item 15 of this Annual Report on Form 20-F. Our responsibility is to express opinions on these financial statements and on the Group's internal control over financial reporting based on our integrated 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 the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting 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 opinions.

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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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

**/s/ PricewaterhouseCoopers Zhong Tian LLP**

Beijing, the People's Republic of China

April 25, 2014

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**Reports of Independent Registered Public Accounting Firms (Continued)**

**The Board of Directors and Shareholders of China Mobile Limited:**

We have audited the accompanying consolidated balance sheet of China Mobile Limited and its subsidiaries as of December 31 2012, 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 two-year period ended December 31, 2012. 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 2012, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2012, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

**/s/ KPMG**

Hong Kong, China

March 14, 2013

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Consolidated Statements of Comprehensive Income

for the year ended December 31

*(Expressed in Renminbi ( RMB ))*

	<i>Note</i>	<i>2013 Million</i>	<i>2012 Million</i>	<i>2011 Million</i>
<b>Operating revenue (Turnover)</b>	4			
Revenue from telecommunications services		590,811	560,413	527,999
Revenue from sales of products and others		39,366	21,422	9,807
		630,177	581,835	537,806
<b>Operating expenses</b>				
Leased lines		18,727	9,909	5,188
Interconnection		25,998	25,140	23,533
Depreciation		104,699	100,848	97,113
Personnel	5	34,376	31,256	28,672
Selling expenses		91,834	80,232	78,636
Cost of products sold		61,363	41,448	23,120
Other operating expenses	6	157,531	140,272	127,686
		494,528	429,105	383,948
<b>Profit from operations</b>		135,649	152,730	153,858
<b>Non-operating net income</b>	7	910	615	571
<b>Interest income</b>		15,289	12,661	8,413
<b>Finance costs</b>	8	(331)	(390)	(565)
<b>Share of profit of associates</b>	19	7,062	5,685	4,306
<b>Share of loss of a joint venture</b>	20		(1)	(1)
<b>Profit before taxation</b>		158,579	171,300	166,582
<b>Taxation</b>	11(a)	(36,776)	(41,919)	(40,603)
<b>PROFIT FOR THE YEAR</b>		121,803	129,381	125,979
<b>Other comprehensive loss for the year that may be subsequently reclassified to profit or loss:</b>				
Exchange differences on translation of financial statements of overseas entities		(172)	(6)	(311)
Share of other comprehensive loss of associates		(767)	(16)	(229)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		120,864	129,359	125,439



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Consolidated Statements of Comprehensive Income (Continued)

for the year ended December 31

*(Expressed in RMB)*

	<i>Note</i>	<i>2013</i> Million	<i>2012</i> Million	<i>2011</i> Million
<b>Profit attributable to:</b>				
Equity shareholders of the Company		121,692	129,274	125,870
Non-controlling interests		111	107	109
<b>PROFIT FOR THE YEAR</b>		121,803	129,381	125,979
<b>Total comprehensive income attributable to:</b>				
Equity shareholders of the Company		120,754	129,252	125,332
Non-controlling interests		110	107	107
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		120,864	129,359	125,439
<b>Earnings per share Basic</b>	12(a)	RMB 6.05	RMB 6.43	RMB 6.27
<b>Earnings per share Diluted</b>	12(b)	RMB 5.98	RMB 6.36	RMB 6.20

The notes on pages F-15 to F-81 are an integral part of these consolidated financial statements.

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## Consolidated Balance Sheets

as of December 31

*(Expressed in RMB)*

	<i>Note</i>	<i>As of December 31, 2013 Million</i>	<i>As of December 31, 2012 Million</i>
<b>Non-current assets</b>			
Property, plant and equipment	13	479,227	430,509
Construction in progress	14	85,000	55,507
Land lease prepayments and other prepayments	15	19,735	14,244
Goodwill	16	36,894	36,894
Other intangible assets	17	1,063	924
Interest in associates	19	53,940	48,343
Interest in a joint venture	20		6
Deferred tax assets	21	17,401	13,544
Restricted bank deposits	22	6,816	5,418
Other financial assets	23	127	127
		700,203	605,516
<b>Current assets</b>			
Inventories	24	9,152	7,195
Accounts receivable	25	13,907	11,722
Other receivables	26	11,649	8,605
Prepayments and other current assets	26	11,832	15,913
Amount due from ultimate holding company	27	94	102
Tax recoverable		647	153
Bank deposits	28	374,977	331,997
Cash and cash equivalents	29	44,931	70,906
		467,189	446,593
<b>Current liabilities</b>			
Accounts payable	30	173,157	123,896
Bills payable		1,360	1,159
Deferred revenue	31	61,789	57,988
Accrued expenses and other payables	33	125,811	103,774
Amount due to ultimate holding company	27	22	39
Amount due to immediate holding company	27		16
Obligations under finance leases		68	68
Current taxation		8,706	10,856
		370,913	297,796
<b>Net current assets</b>		<b>96,276</b>	<b>148,797</b>

<b>Total assets less current liabilities carried forward</b>	796,479	754,313
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**Table of Contents**

Consolidated Balance Sheets (Continued)

as of December 31

*(Expressed in RMB)*

	<i>Note</i>	<i>As of December 31, 2013 Million</i>	<i>As of December 31, 2012 Million</i>
<b>Total assets less current liabilities brought forward</b>		796,479	754,313
<b>Non-current liabilities</b>			
Interest-bearing borrowings	32	(4,989)	(28,619)
Deferred revenue, excluding current portion	31	(662)	(334)
Deferred tax liabilities	21	(104)	(51)
		(5,755)	(29,004)
<b>NET ASSETS</b>		790,724	725,309
<b>CAPITAL AND RESERVES</b>			
Share capital		2,142	2,142
Reserves		786,631	721,305
<b>Total equity attributable to equity shareholders of the Company</b>		788,773	723,447
<b>Non-controlling interests</b>		1,951	1,862
<b>TOTAL EQUITY</b>		790,724	725,309

The notes on pages F-15 to F-81 are an integral part of these consolidated financial statements.

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## Consolidated Statements of Changes in Equity

for the year ended December 31

*(Expressed in RMB)*

	Attributable to equity shareholders of the Company							Total Million	Non- controlling interests Million	Total equity Million
	Share capital Million	Share premium Million	Capital reserve Million	General reserve Million	Exchange reserve Million	PRC statutory reserves Million	Retained profits Million			
<b>As of January 1, 2011</b>	2,139	386,476	(291,980)	72	(1,174)	154,178	326,446	576,157	1,246	577,403
<b>Changes in equity for 2011:</b>										
Profit for the year							125,870	125,870	109	125,979
Other comprehensive loss			(229)		(309)			(538)	(2)	(540)
Total comprehensive income for the year			(229)		(309)		125,870	125,332	107	125,439
Dividends approved in respect of previous year (note 35(a)(ii))							(26,718)	(26,718)		(26,718)
Dividends declared in respect of the current year (note 35(a)(i))							(25,857)	(25,857)		(25,857)
Shares issued under share option scheme	1	153	(18)					136		136
Transfer to PRC statutory reserves (note 35(c)(ii))						25,058	(25,044)	14		14
Partial disposal of a subsidiary									2	2
<b>As of December 31, 2011</b>	2,140	386,629	(292,227)	72	(1,483)	179,236	374,697	649,064	1,355	650,419

The notes on pages F-15 to F-81 are an integral part of these consolidated financial statements.

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## Consolidated Statements of Changes in Equity (Continued)

for the year ended December 31

*(Expressed in RMB)*

	Attributable to equity shareholders of the Company							Total Million	Non- controlling interests Million	Total equity Million
	Share capital Million	Share premium Million	Capital reserve Million	General reserve Million	Exchange reserve Million	PRC				
						statutory reserves Million	Retained profits Million			
<b>As of January 1, 2012</b>	2,140	386,629	(292,227)	72	(1,483)	179,236	374,697	649,064	1,355	650,419
<b>Changes in equity for 2012:</b>										
Profit for the year							129,274	129,274	107	129,381
Other comprehensive loss			(16)		(6)			(22)		(22)
<b>Total comprehensive income for the year</b>			(16)		(6)		129,274	129,252	107	129,359
Dividends approved in respect of previous year (note 35(a)(ii))							(28,583)	(28,583)		(28,583)
Dividends declared in respect of the current year (note 35(a)(i))							(26,842)	(26,842)		(26,842)
Shares issued under share option scheme	2	554	(25)					531		531
Transfer to PRC statutory reserves (note 35(c)(ii))						32,374	(32,349)	25		25
Non-controlling interests of a new subsidiary									400	400
<b>As of December 31, 2012</b>	2,142	387,183	(292,268)	72	(1,489)	211,610	416,197	723,447	1,862	725,309

The notes on pages F-15 to F-81 are an integral part of these consolidated financial statements.

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Consolidated Statements of Changes in Equity (Continued)

for the year ended December 31

*(Expressed in RMB)*

	Attributable to equity shareholders of the Company								Non-controlling interests	Total equity
	PRC					Retained profits	Total	Million		
	Share capital	Share premium	Capital reserve	General reserve	Exchange reserve					
<b>As of January 1, 2013</b>	2,142	387,183	(292,268)	72	(1,489)	211,610	416,197	723,447	1,862	725,309
<b>Changes in equity for 2013:</b>										
Profit for the year							121,692	121,692	111	121,803
Other comprehensive loss			(767)		(171)			(938)	(1)	(939)
<b>Total comprehensive income for the year</b>			(767)		(171)		121,692	120,754	110	120,864