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China Tower Corporation Limited
中國鐵塔股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0788)

PROPOSED CHANGE OF THE REGISTERED OFFICE
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

PROPOSED CHANGE OF THE REGISTERED OFFICE

The board of directors (the “**Board**”) of China Tower Corporation Limited (the “**Company**”) announces that the Board proposed to change the registered office of the Company to China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC. Such change will be submitted to the forthcoming annual general meeting of the Company for the year 2020 (the “**2020 AGM**”) for consideration and approval and the Company will apply for the registration procedures of change to the enterprise registration authority(ies). The final change is subject to the registration information approved by the enterprise registration authority(ies). The telephone number, facsimile number and website of the Company remain unchanged.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

The Board also announces that for the purpose of improving corporate governance practice, the Board has considered and approved the resolution on amendments to certain provisions of the articles of association of the Company (the “**Articles of Association**”) and the rules of procedure for the board of directors of the Company (the “**Rules of Procedure for the Board of Directors**”), and it was approved that such proposed amendments be submitted to the 2020 AGM. The details of proposed amendments to the Articles of Association are set out in the Appendix I to this announcement. The details of proposed amendments to the Rules of Procedure for the Board of Directors are set out in the Appendix II to this announcement.

On behalf of the Board
China Tower Corporation Limited
Tong Jilu
Chairman of the Board

Beijing, China, 8 March 2021

As at the date of this announcement, the Board of Directors of the Company comprises:

<i>Executive directors</i>	:	<i>Tong Jilu (Chairman of the Board) and Gu Xiaomin (General Manager)</i>
<i>Non-executive directors</i>	:	<i>Gao Tongqing, Mai Yanzhou and Zhang Zhiyong</i>
<i>Independent non-executive directors</i>	:	<i>Fan Cheng, Tse Yung Hoi and Deng Shiji</i>

APPENDIX I – DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 3 Name and place of domicile of the Company</p> <p>Chinese name: 中國鐵塔股份有限公司 (Abbreviation: “中國鐵塔”)</p> <p>English name: China Tower Corporation Limited (Abbreviation: “China Tower”)</p> <p>Place of domicile of the Company: 19/F, No. 73, Fucheng Road, Haidian District, Beijing</p> <p>Postal code: 100142</p> <p>Tel: (8610) 68708806</p> <p>Fax: (8610) 68708802</p>	<p>Article 3 Name and place of domicile <u>registered office</u> of the Company</p> <p>Chinese name: 中國鐵塔股份有限公司 (Abbreviation: “中國鐵塔”)</p> <p>English name: China Tower Corporation Limited (Abbreviation: “China Tower”)</p> <p>Place of domicile <u>Registered office</u> of the Company: 19/F, No. 73, Fucheng Road, Haidian District, Beijing <u>China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing</u></p> <p>Postal code: 100142<u>100195</u></p> <p>Tel: (8610) 68708806</p> <p>Fax: (8610) 68708802</p>
<p>CHAPTER II BUSINESS OBJECTIVES AND SCOPE</p>	<p>CHAPTER II BUSINESS OBJECTIVES AND <u>AND TERM</u></p>
<p>N/A, the clause is newly added and numbering of articles afterwards would be updated accordingly.</p>	<p><u>Article 12 The term of operation of the Company: commencing from the date of its establishment with no limit.</u></p>
<p>Article 93 The Company shall establish a Board. The Board is the decision-making body for business operation of the Company, which is accountable to the shareholders in general meeting.</p>	<p>Article 93<u>100</u> The Company shall establish a Board. The Board <u>is responsible for formulating strategies, making decisions and preventing risks as a</u>the decision-making body for business operation of the Company, which is accountable to the shareholders in general meeting.</p>
<p>Article 99 The Board shall be accountable to the general meeting and perform the following main duties and powers:</p> <p>.....</p>	<p>Article 99<u>100</u> The Board shall be accountable to the general meeting and perform the following main duties and powers:</p> <p>.....</p>

Current Articles	Articles after the proposed amendments
<p>(IX) to appoint or dismiss the general manager and determine the remunerations; and to appoint or dismiss the deputy general manager and the responsible financial officer as nominated by the general manager and to determine their remunerations and rewards and punishments;</p> <p>.....</p> <p>(XVI) to approve the connected transaction shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the Shares of the Company are listed and the Articles of Association;</p> <p>.....</p> <p>(XIX) other matters required in the laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Shares of the Company are listed.</p> <p>Resolutions by the Board on the matters referred to in the preceding paragraph shall, be passed by the affirmative vote of more than one half of all of the Directors with the exception of resolutions on the matters referred to in items (VI), (VII) and (XI), which shall require the affirmative vote of at least two-thirds of all of the Directors for adoption.</p>	<p>(IX) to appoint or dismiss the general manager, and determine the remunerations <u>and conduct performance appraisal</u>; and to appoint or dismiss the deputy general manager, and the responsible financial officer, <u>the general counsel and the secretary to the Board</u> as nominated by the general manager and to determine their remunerations, and rewards and punishments <u>and conduct performance appraisal</u>;</p> <p>.....</p> <p>(XVI) to approve the connected transaction, <u>including commercial pricing</u>, shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the Shares of the Company are listed and the Articles of Association;</p> <p>.....</p> <p>(XIX) <u>to consider and approve the following material operation and management matters of the Company, unless subject to relevant regulatory requirements or restrictions by the Articles of Association:</u></p> <p><u>1. material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc.;</u></p> <p><u>2. other matters that shall be determined by the Board as</u> required in the laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Shares of the Company are listed.</p> <p>Resolutions by the Board on the matters referred to in the preceding paragraph shall, be passed by the affirmative vote of more than one half of all of the Directors with the exception of resolutions on the matters referred to in items (VI), (VII) and (XI), which shall require the affirmative vote of at least two-thirds of all of the Directors for adoption. <u>The Board shall conduct risk analysis and adopt necessary measures for risk prevention when making material operating decisions.</u></p>

Current Articles	Articles after the proposed amendments
<p>Article 101 The Board shall seek opinions from the Party Committee before making decisions on the material issues of the Company.</p>	<p>Article 10+<u>2</u> The Board <u>and the management</u> shall seek opinions from the Party Committee before making decisions on the material issues of the Company.</p>
<p>Article 129 The Party Committee shall perform its duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China and the Working Rules of the Communist Party Committee of China (Trial).</p> <p>(i) to ensure and supervise the Company’s implementation of policies and guidelines of the Communist Party of China and the State, and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council, as well as important work arrangements of the Party committee of the SASAC and the Party organizations of higher levels;</p> <p>.....</p>	<p>Article 129<u>30</u> The Party Committee shall perform its duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China and the Working Rules of the Communist Party Committee of China (Trial) <u>Regulations on the Work at Primary-level Party Organizations of State-owned Enterprises of the Communist Party of China (Trial)</u>.</p> <p>(i) to ensure and supervise the Company’s implementation of policies and guidelines of the Communist Party of China and the State, and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council, as well as important work arrangements of the Party committee of the SASACState-owned Assets Supervision and Administration Commission of the State Council and the Party organizations of higher levels;</p> <p>.....</p>
<p>Article 130 The Company shall have one general manager, who shall be appointed and dismissed by the Board and shall have certain number of deputy general managers, who shall be appointed and dismissed by the Board. Directors can hold a concurrent post as general manager, deputy general managers or any other senior management post. The positions of chairman of the Board and general manager are taken up by different persons in general.</p>	<p>Article 130<u>1</u> <u>The management of the Company shall be responsible for business operation, decision implementation and management improvement.</u> The Company shall have one general manager, who shall be appointed and dismissed by the Board and shall have certain number of deputy general managers, who shall be appointed and dismissed by the Board. Directors can hold a concurrent post as general manager, deputy general managers or any other senior management post. The positions of chairman of the Board and general manager are taken up by different persons in general.</p>
<p>Article 131 The general manager shall be accountable to the Board and perform the following duties and powers:</p> <p>.....</p>	<p>Article 13+<u>2</u> The general manager shall be accountable to the Board, <u>report to the Board</u> and perform the following duties and powers:</p> <p>.....</p>

Current Articles	Articles after the proposed amendments
N/A, the clause is newly added and numbering of articles afterwards would be updated accordingly.	<u>Article 134 The Company shall implement the general counsel system. The general counsel, a member of the senior management, shall be fully responsible for corporate legal affairs. The general counsel shall attend any Board meeting that involves legal affairs to be considered and provide legal advice.</u>
CHAPTER XVIII LABOUR MANAGEMENT	<u>CHAPTER XVIII EMPLOYEE DEMOCRATIC MANAGEMENT AND LABOUR AND PERSONNEL SYSTEMMANAGEMENT</u>
Article 177 The Company shall establish a remuneration management system and labour management system in accordance with the relevant laws, administrative regulations and the Articles, and shall determine its internal employment, personnel and remuneration matters in accordance with the laws.	Article 177 <u>9</u> The Company shall establish an <u>employee democratic management system</u> , remuneration management system and labour management system in accordance with the relevant laws, administrative regulations and the Articles, and shall determine its internal <u>matters with regard to the general meeting of employees, the employee representatives meeting</u> , employment, personnel and remuneration—matters in accordance with the laws.
CHAPTER XIX MERGER, DIVISION AND CAPITAL REDUCTION OF THE COMPANY	CHAPTER XIX MERGER; <u>AND</u> DIVISION AND CAPITAL REDUCTION OF THE COMPANY
Article 201 The term “senior management” as used in these Articles of Association shall refers to the general manager, deputy general manager, financial officers and other personnel confirmed by the Board.	Article 201 <u>3</u> The term “senior management” as used in these Articles of Association shall refers to the general manager, deputy general manager, financial officers, <u>general counsel</u> and other personnel confirmed by the Board.

APPENDIX II – DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Current Articles	Articles after the proposed amendments
<p>Article 2 The Company shall have a Board, which shall report to the shareholders’ general meeting.</p>	<p>Article 2 The Company shall have a Board;. <u>The Board shall be responsible for formulating strategies, making decisions and preventing risks</u> which and shall report to the shareholders’ general meeting.</p>
<p>Article 12 The Board shall perform the following duties and powers:</p> <p>.....</p> <p>(IX) to appoint or dismiss the general manager and determine the remunerations; and to appoint or dismiss the deputy general manager and the responsible financial officer as nominated by the general manager and to determine their remunerations and rewards and punishments;</p> <p>.....</p> <p>(XVI) to approve the connected transaction shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the Shares of the Company are listed and the Articles of Association;</p> <p>.....</p> <p>(XX) other matters required by the laws, administrative regulations.</p> <p>.....</p>	<p>Article 12 The Board shall perform the following duties and powers:</p> <p>.....</p> <p>(IX) to appoint or dismiss the general manager, <u>and determine the remunerations and conduct performance appraisal</u>; and to appoint or dismiss the deputy general manager, and the responsible financial officer, <u>the general counsel and the secretary to the Board</u> as nominated by the general manager and to determine their remunerations, and rewards and punishments <u>and conduct performance appraisal</u>;</p> <p>.....</p> <p>(XVI) to approve the connected transaction, <u>including commercial pricing</u>, shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the Shares of the Company are listed and the Articles of Association;</p> <p>.....</p> <p><u>(XX) to consider and approve the following material operation and management matters of the Company, unless subject to relevant regulatory requirements or restrictions by the Articles of Association:</u></p> <p><u>1. material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc.;</u></p> <p><u>2. other matters that shall be determined by the Board as required by the laws, administrative regulations and the listing rules of the stock exchange where the Shares of the Company are listed.</u></p> <p>.....</p>

Current Articles	Articles after the proposed amendments
<p>Article 13 The Board shall review the development strategy of the Company on a regular basis to ensure the development strategy and operating condition of the Company are in line with the change of market. The Board shall assess the operating condition of the Company on a regular basis and conduct comprehensive evaluation on the performance of duties of senior management based on the result of assessment.</p>	<p>Article 13 The Board shall review the development strategy of the Company on a regular basis to ensure the development strategy and operating condition of the Company are in line with the change of market. The Board shall assess the operating condition of the Company on a regular basis and conduct comprehensive evaluation on the performance of duties of senior management based on the result of assessment. <u>The Board shall conduct risk analysis and adopt necessary measures for risk prevention when making material operating decisions.</u></p>
<p>Article 52 The general manager, the Board secretary and supervisors shall attend the Board meeting as non-voting observers, and the non-director senior management personnel and personnel involved with the topic considered in the meeting shall attend the meeting as non-voting observers as required. The non-voting observers have the right to issue opinions about relevant topics but have no voting right.</p>	<p>Article 52 The general manager, the Board secretary and supervisors shall attend the Board meeting as non-voting observers, and the non-director senior management personnel and personnel involved with the topic considered in the meeting shall attend the meeting as non-voting observers as required. The non-voting observers have the right to issue opinions about relevant topics but have no voting right. <u>The general counsel shall attend any Board meeting that involves legal affairs to be considered and provide legal advice.</u></p>