

China Tower Corporation Limited

Terms of Reference of the Nomination

Committee of the Board

(Considered and approved in the second meeting of
the second session of the Board, effective upon listing;
and amended in the thirty-seventh meeting of the third session of the Board)

CHAPTER I GENERAL RULES

Article 1 In order to regulate the selection and appointment of Directors and senior management members, optimize the composition of the Directors and senior management members and improve the corporate governance structure of China Tower Corporation Limited (the “Company”), these terms of reference are formulated in accordance with relevant laws, regulations, standardized documents of the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the requirements of the articles of association of China Tower Corporation Limited (the “Articles of Association”), as well as the actual situation of the Company.

Article 2 The Board has set up the Nomination Committee of the Board (the “Nomination Committee”). The Nomination Committee is a working body specifically set up by the Board, and is mainly responsible for the selection procedure and standards of the Directors and senior management members of the Company, examining and recommending the candidates for the Directors and senior management members of the Company. The Nomination Committee assists the Board by performing its functions and powers independently prescribed in these terms of reference and is accountable to the Board.

CHAPTER II THE COMPOSITION OF THE NOMINATION COMMITTEE

Article 3 The Nomination Committee shall be composed of over three Directors, in which the proportion of independent non-executive Directors shall be more than half. There should be at least one Director of a different gender in the Nomination Committee.

Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board or over one-third of all Directors and selected by more than half of the members of the Board.

Article 5 A chairman is appointed for the Nomination Committee and shall be taken up by the chairman of the Board or an independent non-executive Director of the Company. The chairman is responsible for convening the meeting of the Nomination Committee and taking charge of the work of the Nomination Committee.

Article 6 The term of office of the Nomination Committee shall be in line with the term of office of the Board. The member may be re-elected upon the expiry of the current term of office. During the term, if any member ceases to hold office as a Director, the Board shall fill up the vacancy in accordance with these terms of reference in order to meet the requirements herein on the composition of the Nomination Committee. The term of office of the replacing member shall expiry upon the expiry of such member’s term of office as a Director.

Article 7 The Nomination Committee shall establish working groups as daily administrative office, which is organized by the human resources department of the Company. The human resources department and other member units shall be responsible for the information collection and study and preparation of materials for meeting of the Nomination Committee. The Board office shall be responsible for the contact of daily works, organization and arrangement of meeting and minutes.

Article 8 Any member of the Nomination Committee may be replaced in any one of the following circumstances subject to discussion and approval by the Board:

- (I) he/she tenders his/her resignation in writing;
- (II) he/she is involved in gross misconduct or in violation of the requirements of the laws, regulations and the Articles of Association during his/her term of office;
- (III) other circumstances in which he/she is considered by the Board not suitable to serve as a member.

CHAPTER III RESPONSIBILITIES AND AUTHORIZATIONS OF THE NOMINATION COMMITTEE

Article 9 The main responsibilities and authorizations of the Nomination Committee are as follows:

- (I) reviewing the scale, structure, size and composition of the Board (including skill, knowledge and experience) according to the Company's business activities, assets scale and shareholding structure at least annually, assisting the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and the composition of senior management members;
- (II) studying the selection criteria and procedure of the Directors and senior management members and making recommendations to the Board;
- (III) comprehensively identifying qualified candidates for the Directors and senior management members, and selecting and nominating the relevant person to become the Director or making such recommendations to the Board;
- (IV) evaluating the independence of the independent non-executive Directors;
- (V) examining the other senior management members who shall be proposed to the Board for appointment, and making recommendations to the Board;
- (VI) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairman of the Board and general manager);
- (VII) supporting the Company's regular evaluation of the performance of the Board;

- (VIII) other matters granted by the Board and other relevant requirements to amend the main responsibilities and authorizations of the Nomination Committee in accordance with the relevant laws and regulations and the listing rules of a place where the Company's securities are listed such as the Hong Kong Listing Rules from time to time.

Article 10 The Nomination Committee may present proposal to the Board for consideration and approval. The Nomination Committee shall provide relevant materials and information to the Board in various ways such as report, suggestion and summary as needed in the performance of duties and powers for the research and decision-making of the Board.

CHAPTER IV WORKING PROCEDURES OF THE NOMINATION COMMITTEE

Article 11 The Nomination Committee shall formulate selection requirements, procedures and term of office of Directors and senior management members of the Company based on governing laws and regulations and the Hong Kong Listing Rules and the Articles of Association as well as the Company's actual conditions, and shall formulate proposals and submit them to the Board for approval and implementation of such proposals.

Article 12 The selection process of Directors and senior management members is:

- (I) the Nomination Committee should actively communicate with relevant departments and study the Company's demand for Directors and senior management members;
- (II) the Nomination Committee may search extensively for candidates for Directors and senior management members;
- (III) gathering information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;
- (IV) seeking the nominees' consent for nomination; otherwise, the nominees cannot be the candidates for Directors and senior management members;
- (V) convening the meeting of the Nomination Committee to review the qualifications of the candidates on the criteria for Directors and senior management members;
- (VI) the Nomination Committee proposes recommendations of candidates for Directors and proposed senior management members to the Board, and provides the relevant materials to prove their qualifications;
- (VII) completing other follow-up work according to the decision and feedback from the Board.

CHAPTER V RULES OF PROCEDURES OF THE NOMINATION COMMITTEE

Article 13 The meetings of the Nomination Committee are classified as regular meetings and extraordinary meetings. Regular meetings are convened at least once a year, and shall be notified to all members in writing five days prior to the meeting. Materials of the meeting together with agenda for the meeting shall be serviced to all members for their review at least three days before the date appointed for the meeting; extraordinary meetings may be convened upon proposal by the Board, more than one-half of the members or the chairman of the Nomination Committee, and shall be notified to all members in writing three days prior to the meeting. Materials of the meeting together shall be serviced to all members for their review one day before the date appointed for the meeting.

With the consensus of all members, the above requirements for notice period can be exempted.

Article 14 A notice of meeting of the Nomination Committee shall include the following contents:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) the reasons for and agenda of the meeting;
- (IV) the date of dispatch of the notice;
- (V) contact person and contact information of the meeting.

Article 15 A meeting of the Nomination Committee shall be presided over by the chairman. When the chairman is unable to attend the meeting, he/she may appoint another member to preside over the meeting on his/her behalf.

Article 16 A meeting of the Nomination Committee shall be held by more than one – half of the members attending the meeting. The members of the Nomination Committee can attend the meeting in present, or can appoint another member to attend the meeting and express his/her opinion on his/her behalf. If a member who is an independent non-executive Director is unable to attend the meeting for some reason, he/she shall appoint another member who is an independent non-executive Director to attend the meeting on his/her behalf.

Article 17 Any member of the Nomination Committee who fails to attend a meeting in person and fails to appoint another member to attend the meeting on his/her behalf shall be deemed absent from the meeting. Any member who fails to attend meetings for two consecutive times shall be deemed unable to fulfill his/her duties properly. The Board the Company may dismiss his/her role as the member.

Article 18 The meeting of the Nomination Committee shall be convened in the form of on-site meeting or written resolutions. The decisions made in the meeting shall be voted and approved by over one-half of all members.

Article 19 The Nomination Committee shall adopt the rule of avoidance.

The member of the Nomination Committee in any of the following circumstances shall make disclosure to the Nomination Committee in advance and apply for withdrawal from discussion of the Nomination Committee; other members of the committee may also require him/her to withdraw:

- (I) The member who is proposed for nomination;
- (II) The member whose close relative is proposed for nomination;
- (III) Other circumstances that may affect members of the Nomination Committee to make objective and fair judgments.

If consensus cannot be formed due to the abstention of members, the Nomination Committee shall submit such matter to the Board for consideration.

Article 20 Other Directors, supervisors, general manager and other senior management members of the Company may be invited to attend the meeting of the Nomination Committee when a meeting is convened. The staff of the Board office can attend the meeting of the Nomination Committee. The Company shall provide sufficient resources to the Nomination Committee to perform its responsibilities. If necessary, the Nomination Committee may engage intermediary agencies to provide professional advisory services for its decision – making, and the expenses shall be paid by the Company.

Article 21 The Nomination Committee shall keep minutes for its meeting. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively within a reasonable time after the meeting. All members present at the meeting shall sign on the minutes. If a member present at the meeting has expressly objected to the discussed matter, it shall be recorded in minutes of the meeting. The minutes shall be kept by the Board office. The minutes shall include the following contents:

- (I) the date, venue and the name of convener of the meeting;
- (II) the number of members who should be present and the number of members who are actually present;
- (III) an explanation of the relevant procedures of the meeting and the validity of the resolutions of the meeting;
- (IV) an explanation of the proposals examined and voted at the meeting and the results of the voting; and
- (V) other matters that should be explained and recorded in the minutes of meeting.

Article 22 The results considered and discussed in the meeting of the Nomination Committee shall be reported to the Board in writing.

Article 23 Members who attend the meeting of the Nomination Committee shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose relevant information without authorization.

Article 24 The convening procedure, discussion methods and the resolutions approved in the meeting of the Nomination Committee shall comply with the relevant laws and regulations, the relevant regulatory rules of the listing place such as the Hong Kong Listing Rules and the requirements of the Articles of Association.

CHAPTER VI SUPPLEMENTAL PROVISIONS

Article 25 Unless otherwise defined, the expression of “over” referred to in these terms of reference shall include the figure mentioned; the expression of “more than” shall not include the figure mentioned.

Article 26 These terms of reference have Chinese and English versions and the Chinese version shall prevail.

Article 27 Unless otherwise stated, technical terms used in these terms of reference shall have the same meaning as they appear in the Articles of Association.

Article 28 These rules are approved by the Board and shall become effective upon the date of listing and trading of the overseas listed foreign shares (H Shares) under the initial public offering of the Company on the Stock Exchange of Hong Kong Limited. Any amendments to these rules shall be proposed by the Nomination Committee, and shall become effective upon the approval by the Board.

Article 29 For those matters which have not been covered in these terms of reference, it shall be implemented in accordance with the applicable and the relevant laws and regulations, the relevant regulatory rules of the listing place such as the Hong Kong Listing Rules and the requirements of the Articles of Association; if there are conflicts between these terms of reference and the applicable laws and regulations promulgated in the future, the relevant regulatory rules of the listing place such as the Hong Kong Listing Rules or the requirements of the Articles of Association amended by legal procedure, it shall be implemented in accordance with the relevant laws and regulations, the relevant regulatory rules of the listing place such as the Hong Kong Listing Rules and the requirements of the Articles of Association, and it shall be amended in a timely fashion.

Article 30 These terms of reference shall be interpreted and revised by the Board.