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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Tower Corporation Limited (the “**Company**”) for the year 2021 (the “**AGM**”) will be held at 10:00 a.m. on 11 May 2022 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. **THAT** the consolidated financial statements of the Company, the report of the Board of Directors of the Company (the “**Board**”), the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2021 be considered and approved, and the Board be authorized to prepare the budget of the Company for the year 2022.
2. **THAT** the proposal on profit distribution and the final dividend declaration and payment for the year ended 31 December 2021 be considered and approved.
3. **THAT** the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2022 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.
4. **THAT** the appointment of Mr. Gao Chunlei as an executive director of the Company; **THAT** any director of the Company be authorized to sign on behalf of the Company the director’s service contract with Mr. Gao Chunlei; and **THAT** the Board be authorized to determine his remuneration.

and to consider and approve other businesses (if any).

And as special business, to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

5. 5.1 **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic shares or overseas-listed foreign shares (“**H shares**”) (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to (i) rights issue (as hereinafter defined); (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of each of the Company’s existing domestic shares and H shares (as the case may be) in issue at the date of passing this special resolution; and
- (d) for the purpose of this special resolution:

“**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable PRC laws to be held; and
- (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders (the “**Shareholders**”) by way of a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Board to holders of shares on the register of members on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirement of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- 5.2 To consider and approve, **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under this special resolution, and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase in the registered capital of the Company.

By Order of the Board
China Tower Corporation Limited
Zhang Zhiyong
Chairman

Hong Kong, 30 March 2022

Notes:

1. Details of the aforesaid resolution No. 1 are set out in the 2021 annual report of the Company. Details of the resolutions No. 2, No. 3 and No. 5 are set out in this notice. Biographical details of Mr. Gao Chunlei of the aforesaid resolution No. 4 are set out in Appendix to this notice.
2. The H share register of members of the Company will be closed, for the purpose of determining H Shareholders' entitlement to attend the AGM, from Wednesday, 4 May 2022 to Wednesday, 11 May 2022 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 3 May 2022. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Wednesday, 11 May 2022 are entitled to attend the AGM.
3. **The health of Shareholders, staff and stakeholders is of paramount importance to the Company. In light of the Novel Coronavirus (“COVID-19”) outbreak, the Company encourages that the Shareholders to consider appointing the Chairman of the meeting as his/her proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person. The Company will comply with applicable laws and regulations, and will implement the appropriate precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection. The directors (including the Chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The Chairman of the Board and Chairmen of the Board committees will be available either in person or through video or telephone conference facilities to answer questions from Shareholders at the AGM. Depending on the involvement of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.**

4. The Board proposes a final dividend of RMB0.02624 (pre-tax) per share for the year ended 31 December 2021. If such proposed dividend distribution is approved by passing resolution No. 2 by the Shareholders, the final dividend will be distributed to those Shareholders whose names appear on the register of members of the Company on Monday, 23 May 2022. The register of members will be closed from Wednesday, 18 May 2022 to Monday, 23 May 2022 (both days inclusive). In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to lodge the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 17 May 2022.

Dividends will be denominated and declared in RMB. Dividends will be paid in RMB for Domestic Shareholders and H Shareholders (including enterprises and individuals) who invest in the H shares of the Company listed on the The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) through the Shanghai Stock Exchange or Shenzhen Stock Exchange (“**the Southbound Trading**”) (the “**Southbound Shareholders**”), and dividends will be paid in Hong Kong dollars for H Shareholders other than the Southbound Shareholders. The relevant exchange rate will be the average of the mid-point rates of RMB to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of approval of declaration of dividends by the AGM. The record date for entitlement to the Shareholders' rights and the relevant arrangements of dividend distribution for Southbound Shareholders are the same as those for the H Shareholders. The proposed dividends are expected to be paid on or around Thursday, 30 June 2022 upon approval at the AGM.

5. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf at the AGM. A proxy need not be a Shareholder. Shareholders who wish to appoint proxies should first review the 2021 annual report of the Company.
6. To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be completed and delivered to the headquarters of the Company for domestic Shareholders or to the Computershare Hong Kong Investor Services Limited for H Shareholders no later than 24 hours before the designated time (i.e. before 10:00 a.m. on 10 May 2022) for the holding of the AGM. The address of the headquarters of the Company is Room 101, LG1 to 3/F, Building 14, North District, Yard No. 9, Dongran North Street, Haidian District, Beijing, PRC, postal code: 100195; telephone: (8610) 6870 8806. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; telephone: (852) 2862 8555. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he/she so wishes.
7. Shareholders attending the AGM in person or by proxy shall present their identity certification. If the attending Shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the AGM.
8. All resolutions to be proposed at the AGM will be voted by poll.
9. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM shall be responsible for their own transport and accommodation expenses.
10. The English translation of this notice is for reference only, and in case of any inconsistency, the Chinese version shall prevail.

As at the date of this notice, the Board of the Company comprises:

Executive directors	:	Zhang Zhiyong (Chairman of the Board) and Gu Xiaomin (General Manager)
Non-executive directors	:	Gao Tongqing, Mai Yanzhou and Liu Guiqing
Independent non-executive directors	:	Zhang Guohou, Deng Shiji and Hu Zhanghong

Biographical details of Mr. Gao Chunlei are set out below:

Mr. Gao, aged 55, has been the chief accountant of the Company since August 2014 and the chairman of the labor union of the Company since January 2020. Mr. Gao served as deputy director of Posts and Telecommunications Bureau of Jingsha (renamed as Jingzhou afterwards), Hubei from February 1996 to January 1997, deputy director of Posts and Telecommunications Bureau of Jingzhou, Hubei from January 1997 to December 1998, deputy director of Telecommunications Bureau of Jingzhou, Hubei from December 1998 to June 2000. He served as vice director of the planning and finance department of Hubei Telecommunications Corporation from June 2000 to April 2003, deputy general manager of Hubei Telecommunications Corporation from April 2003 to November 2005 (during which he served as director and deputy general manager of Hubei Telecom Company Limited from April 2003 to March 2004), deputy general manager and chief accountant of Hubei Telecommunications Corporation and director, deputy general manager and chief accountant of Hubei Telecom Company Limited from November 2005 to April 2008, deputy general manager and chief financial officer of Hubei branch of China Telecom Corporation Limited (“**China Telecom**”) and deputy general manager and chief accountant of China Telecom Group Hubei Corporation from April 2008 to February 2012, and general manager of China Telecom Heilongjiang branch, general manager of Heilongjiang branch of China Telecommunications Corporation (“**CTC**”) and general manager of Heilongjiang network assets branch of CTC from February 2012 to August 2014.

Mr. Gao graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1988 and majored in management engineering, from Australian National University in December 2005 with an MBA degree, and from Rennes School of Business, France with a doctor’s degree of business administration in May 2012. Mr. Gao was recognized as a senior economist in November 1997 by Hubei Posts and Telecommunications Administration and a chief accountant in August 2009 by China Associate of Chief Financial Officers.

Subject to the Shareholders’ approval on his appointment as an executive director at the AGM, the Company will enter into a service contract with Mr. Gao. The term of office of Mr. Gao as an executive director of the Company will take effect from the date of approval by the Shareholders at the AGM, and end upon the expiration of the third session of the Board. The Board, after obtaining the authorization at the AGM, will determine the remuneration of Mr. Gao with reference to his duties, responsibilities, experience as well as the prevailing market condition.

Save as disclosed above, Mr. Gao currently does not, nor did he in the past three years, hold any directorships in any listed companies or any other major positions in the Company and its subsidiaries. Mr. Gao does not have any relationship with any director, supervisor, senior management or substantial shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”). Mr. Gao participated in the restricted share incentive scheme (“**Restricted Share Incentive Scheme**”) of the Company in 2019, the details of which are set out in the announcements of the Company dated 4 March 2019 and 18 April 2019, respectively. Accordingly, Mr. Gao was granted 1,550,000 restricted shares of H shares of the Company.

The restricted shares granted under the first tranche of the initial grant entered the first unlocking period in 2021. As the operating revenue of the Group for the year of 2020 did not reach the target set out in the conditions for unlocking the restricted shares, such conditions for unlocking were not fulfilled and therefore the relevant restricted shares cannot be unlocked according to the terms and conditions of the Restricted Share Incentive Scheme. The interest of relevant scheme participants in such restricted shares have been bought out by the trustee or other third parties at the grant price in accordance with the terms of the Restricted Share Incentive Scheme and the laws and regulations. Therefore, 40% of the restricted shares granted to Mr. Gao lapsed. As at the date of this notice, Mr. Gao has 930,000 restricted shares of H shares of the Company.

Save as disclosed above, Mr. Gao does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.