
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If **you are in doubt as to** any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If **you have sold or transferred** all your shares in China Tower Corporation Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENTS OF INDEPENDENT
NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2022**

China Tower Corporation Limited will convene the EGM at 10:00 a.m. on 10 October 2022 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC. The notice of EGM dated 22 September 2022 is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend the EGM, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time arranged (i.e. before 10:00 a.m. on 9 October 2022) for convening the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

22 September 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022	8

DEFINITIONS

In this circular, unless the context otherwise requires, the expressions below shall have the following meanings:

“Board”	the Board of Directors of the Company
“CCCC”	China Communications Construction Company Limited (中國交通建設股份有限公司), a company listed on the Stock Exchange and the Shanghai Stock Exchange, respectively (stock code: 1800 and 601800)
“Company”	China Tower Corporation Limited, a joint stock company incorporated under the laws of the PRC with limited liability on 15 July 2014
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the second extraordinary general meeting of 2022 of the Company to be convened on 10 October 2022 or any adjournment thereof, and the notice of which is set out in this circular
“H Share(s)”	overseas-listed foreign Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and are listed on the Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Nomination Committee”	the nomination committee of the Board of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Zhiyong
Mr. Gu Xiaomin
Mr. Gao Chunlei

Non-executive Directors:

Mr. Gao Tongqing
Mr. Liu Guiqing

Independent Non-executive Directors:

Mr. Zhang Guohou
Mr. Deng Shiji
Mr. Hu Zhanghong

Registered Office:

Room 101, LG1 to 3/F
Building 14, North District
Yard No. 9, Dongran North Street
Haidian District, Beijing, PRC

***Principal Place of Business
in Hong Kong:***

Room 3401, 34/F,
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

22 September 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENTS OF INDEPENDENT
NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2022**

I. INTRODUCTION

We refer to the announcement of the Company dated 16 September 2022 in relation to the proposed appointment of Mr. Fang Xiaobing (“**Mr. Fang**”) as a non-executive Director and the proposed appointments of Mr. Dong Chunbo (“**Mr. Dong**”) and Mr. Sin Hendrick (“**Mr. Sin**”) as independent non-executive Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the details of certain resolutions proposed to be considered at the EGM and set out in the notice of EGM.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board will seek the Shareholders' approval for the proposed appointment of Mr. Fang as a non-executive Director which shall become effective from the date of approval by the Shareholders at the EGM. The term of office of Mr. Fang as a non-executive Director will end on the date of the expiration of the term of office of the third session of the Board.

Mr. Fang Xiaobing, aged 51, successively served in the finance department and the UAE Office of China Harbour Construction (Group) Company from July 1993 to October 2005. He served as the deputy general manager of the accounting department of China Communications Construction Group (Limited) from October 2005 to November 2006, the deputy general manager of the finance department of CCCC from November 2006 to April 2011, and the general manager of the finance and funds department of China Communications Construction Group (Limited) from April 2011 to December 2011. Mr. Fang successively served in several positions with the overseas business department and the international projects branch of CCCC from December 2011 to August 2014, including the chief accountant, the executive general manager, and the chief financial officer. He served as the general manager of the financial management department of CCCC from August 2014 to November 2019. Mr. Fang has served in several positions since November 2019, including the deputy general manager of China Reform Holdings Corporation Ltd., the chairman of the board of directors of China Reform Group Finance Co. Ltd, a supervisor of CNIC Corporation Limited.

Mr. Fang graduated from the department of transportation management engineering of Changsha Institute of Transportation (which was merged into Changsha University of Science and Technology in 2003) with a major in finance (financial and accounting engineering) and obtained a bachelor's degree in engineering in July 1993. He graduated from Fordham University in the United States, majoring in international business administration and obtained a master's degree in January 2006. He also graduated from the school of economics and management of Beijing Jiaotong University with a major in accounting and obtained a doctorate in management. Mr. Fang is qualified as a senior accountant.

Save as disclosed above, Mr. Fang currently does not, nor did he in the past three years, hold any directorship in any listed companies or any other major positions in the Company and its subsidiaries. Mr. Fang does not have any relationship with any Director, supervisor, senior management or substantial shareholders of the Company (as defined in the Hong Kong Listing Rules). Mr. Fang does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

LETTER FROM THE BOARD

Subject to the approval of his appointment as a non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Fang. He will not receive director's remuneration during his term as a Director.

III. PROPOSED APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board will seek the Shareholders' approval for the proposed appointments of Mr. Dong and Mr. Sin as independent non-executive Directors which shall become effective from the date of approval by the Shareholders at the EGM. The term of office of Mr. Dong and Mr. Sin as independent non-executive Directors will both end on the date of the expiration of the term of office of the third session of the Board.

Mr. Dong Chunbo, aged 58, successively served in several positions with Changchun Automobile Research Institute from June 1988 to March 2001, including a technician, the deputy head, the head of the engine design (Division II), the deputy head of the light vehicle department, the first-level chief inspector, the head of the general planning and management department, deputy director and director of the institute, etc. He successively served in several positions with China FAW Group Co., Ltd. (formerly known as China FAW Group Corporation) from March 2001 to February 2018, including the director of Changchun Automobile Research Institute, the head of technology center, the assistant to general manager, the deputy general manager, etc. Mr. Dong served as the deputy general manager of China South Industries Group Corporation Limited from February 2018 to March 2022. He has been a full-time external director for central enterprises since March 2022 and an external director of China Academy of Machinery Science and Technology since July 2022.

Mr. Dong graduated from the department of thermal power engineering of Jilin University of Technology and majored in internal combustion engines in July 1985. He graduated from the school of automotive engineering of Jilin University of Technology, majoring in internal combustion engines and obtained a master's degree in engineering in June 1988. Mr. Dong is a researcher-level senior engineer.

Mr. Sin Hendrick, M.H., aged 48, is a co-founder, executive director and vice chairman of the board of directors of CMGE Technology Group Limited (listed on the Stock Exchange with the stock code: 0302), and has been a director and vice chairman of the board of directors of CMGE Group Limited since January 2011. Mr. Sin is also the founding and managing partner of China Prosperity Capital Fund, a leading venture capital firm with a primary focus on technology investment. Mr. Sin has over 25 years of experience in corporate management, finance and investment banking. Mr. Sin has been serving as an independent non-executive director of Evergreen Products Group Limited, a hair product manufacturing company whose shares are listed on the Stock Exchange (stock code: 1962) since June 2017, and has been serving as an independent director of 36 Kr Holdings Inc., a publishing and data company whose shares are listed on the NASDAQ (stock symbol: KRKR) since November 2019. Mr. Sin has been serving as a non-independent director of Suning.com Group Co., Limited (listed on Shenzhen Stock Exchange with the stock code: 002024) since July 2021, and as an independent non-executive director, chairman and member of nomination committee of Hong Kong Economic Times Holdings Limited (listed on the Stock Exchange with the stock code: 0423) since January 2022.

LETTER FROM THE BOARD

Mr. Sin received his triple bachelor's degrees in computer science/mathematics, economics and industrial management from Carnegie Mellon University in May 1996. He graduated from Stanford University with a master's degree in engineering-economic systems and operations research in June 1997. Mr. Sin is the president of the Internet Professional Association (香港互聯網專業協會), the executive vice-chairman of the board of directors of the Hong Kong Software Industry Association (香港軟件行業協會), and a member of the Hong Kong Institute of Directors (香港董事學會). Mr. Sin has been appointed as a member of the fourteenth session of Tianjin Municipal's Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十四屆委員會). Mr. Sin has also been appointed by the Hong Kong Government as a director of Hong Kong Cyberport Management Company Limited (香港數碼港管理有限公司). Mr. Sin was elected as a member of Election Committee of the Hong Kong Special Administrative Region (Technology and Innovation Sector) in 2021 and received the Medal of Honour awarded from the Government of Hong Kong in the same year.

Save as disclosed above, Mr. Dong and Mr. Sin currently do not, nor did they in the past three years, hold any directorships in any listed companies or any other major positions in the Company and its subsidiaries; Mr. Dong and Mr. Sin do not have any relationship with any Director, supervisor, senior management or substantial shareholders of the Company (as defined in the Hong Kong Listing Rules). Mr. Dong and Mr. Sin do not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Subject to the approval on their appointments as independent non-executive Directors by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Dong and Mr. Sin, respectively. The Board, after obtaining the authorization at the EGM, will determine the remuneration of Mr. Dong and Mr. Sin with reference to their duties, responsibilities, experience as well as the prevailing market condition.

For the proposed appointments of Mr. Dong and Mr. Sin as independent non-executive Directors, the Nomination Committee and the Board have complied with the board diversity policy of the Company, the nomination policy of the Board and the development strategy of the Company. The Nomination Committee nominated Mr. Dong and Mr. Sin as independent non-executive Director candidates taking into account factors such as their professional experience, skills and knowledge of management, finance, investment and engineering as shown in their biographical details set out above, the potential for them to help enhance the operation efficiency of the Board as independent non-executive Directors, and their potential commitment to the business of the Company. The Board believes that Mr. Dong and Mr. Sin will provide objective, independent and sufficient opinions and analysis on significant matters relating to the operations and management of the Company through their rich experience and knowledge while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company, and that they will also, together with other independent non-executive Directors, promote the diversity of the Board structure in various aspects including age, culture, professional skills and qualifications, and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Mr. Dong and Mr. Sin have confirmed their independence in accordance with factors set out in Rule 3.13 of the Hong Kong Listing Rules, respectively. The Nomination Committee and the Board consider that both Mr. Dong and Mr. Sin meet the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent in accordance with the terms of the guidelines.

IV. EGM

The notice of EGM is set out on pages 8 to 9 of this circular. The relevant form of proxy is enclosed. Whether or not a Shareholder intends to attend the EGM in person, he/she must complete the enclosed form of proxy as soon as possible and must lodge the completed form of proxy with the headquarters of the Company (for holders of Domestic Shares) or Computershare Hong Kong Investor Services Limited (for holders of H Shares) not less than 24 hours before the time arranged (i.e. before 10:00 a.m. on 9 October 2022) for convening the EGM in order to be valid. 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; Fax: (8610) 6870 8802. 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; Fax: (852) 2865 0990. After completion and return of the form of proxy, a Shareholder may still attend the EGM and vote in person if he wishes to do so.

V. RECOMMENDATION

The Board considers that the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the resolutions at the EGM.

On behalf of the Board
China Tower Corporation Limited
Zhang Zhiyong
Chairman



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 THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of China Tower Corporation Limited (the “**Company**”) of 2022 (the “**EGM**”) will be held at 10:00 a.m. on Monday, 10 October 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 appointment of Mr. Fang Xiaobing as a non-executive director of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director’s service contract with Mr. Fang Xiaobing.
2. **THAT** the appointment of Mr. Dong Chunbo as an independent non-executive director of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director’s service contract with Mr. Dong Chunbo, and **THAT** the Board be and is hereby authorized to determine his remuneration.
3. **THAT** the appointment of Mr. Sin Hendrick as an independent non-executive director of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director’s service contract with Mr. Sin Hendrick, and **THAT** the Board be and is hereby authorized to determine his remuneration.

By Order of the Board
China Tower Corporation Limited
Leung Suet Wing
Company Secretary

Hong Kong, 22 September 2022

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

1. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 22 September 2022.
2. Biographical details of the proposed directors of the Company within the aforesaid resolutions No. 1 to No. 3 are set out in the circular of the Company dated 22 September 2022.
3. The H Share register of members of the Company will be closed, for the purpose of determining H Shareholders' entitlement to attend the EGM, from Wednesday, 5 October 2022 to Monday, 10 October 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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 Monday, 3 October 2022. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Monday, 10 October 2022 are entitled to attend the EGM.
4. **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 EGM, instead of attending the EGM in person. The Company will comply with applicable laws and regulations, and will implement the appropriate precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection. The Directors (including the Chairman of the Board) may attend the EGM 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 EGM. Depending on the evolvement of the COVID-19 outbreak, the Company may adjust or reschedule the EGM in accordance with the applicable laws and regulations.**
5. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a Shareholder.
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 9 October 2022) for the holding of the EGM. 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 EGM if he/she so wishes.
7. Shareholders attending the EGM 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 EGM.
8. All resolutions to be proposed at the EGM will be voted by poll.
9. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM 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 Directors of the Company comprises:

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