

CHINA TOWER
中国铁塔
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)

**Form of Proxy for the Second Extraordinary General Meeting of 2024
to be held on 23 December 2024**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ H/domestic shares^(Note 2) of RMB1.00 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us at the second extraordinary general meeting of 2024 (and any adjournment thereof) (the "EGM") of the said Company to be held at 10:00 a.m. on 23 December 2024 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of EGM dated 6 December 2024 (the "Notice of EGM") and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	THAT the Remuneration Plan for the Executive Directors of the Company for the year 2023 be and is hereby considered and approved.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	<p>To consider and approve the Proposed Share Consolidation and Capital Reduction, details of which are set out in the Circular:</p> <p>THAT subject to and conditional upon the fulfilment of the conditions for the implementation of the Proposed Share Consolidation and Capital Reduction as set out in the section headed "Conditions of the Proposed Share Consolidation and Capital Reduction" in the Circular:</p> <p>(i) every ten (10) Existing Shares with a par value of RMB1.00 each be consolidated into one (1) Consolidated and Reduced Share with a par value of RMB1.00 each and the total issued share capital and total registered capital of the Company be reduced from RMB176,008,471,024 to RMB17,600,847,102;</p> <p>(ii) such Consolidated and Reduced Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and be subject to the restrictions contained in the Articles of Association;</p> <p>(iii) the fractional Consolidated and Reduced Shares, if any, will not be issued by the Company to the Shareholders, and any fractional entitlements of the Consolidated and Reduced Shares will be aggregated and sold, if possible, for the benefit of the Company;</p> <p>(iv) the Proposed Amendments to the Articles of Association of the Company, be considered and approved; and any one or more of the Directors or his/her/their authorized person(s) be authorized to handle all approval, registration and/or filing procedures with the relevant regulatory authorities in connection with the Proposed Amendments to the Articles of Association (including but not limited to making any such modifications or wording adjustments to the Proposed Amendments to the Articles of Association according to the opinions of regulatory authorities), and to undertake all actions in his/her/their opinion deem necessary or appropriate; and</p> <p>(v) any one or more of the Directors or his/her/their authorized person(s) be and is/are hereby authorized to do all such acts and things and sign, execute and deliver all such documents which are ancillary to the Proposed Share Consolidation and Capital Reduction and of administrative nature on behalf of the Company, as he/she/they consider(s) necessary, desirable or expedient to give effect to, implement and complete the foregoing arrangements for the Proposed Share Consolidation and Capital Reduction.</p>		

Dated this _____ day of _____ 2024

Signed^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend **AND VOTE IN HIS/HER STEAD. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the Notice of the EGM.
5. The full descriptions and details of the ordinary resolution and special resolution proposed to be considered and approved at the EGM are set out in the circular and Notice of EGM both dated 6 December 2024, which are also available at the Company’s website www.china-tower.com.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
7. In the case of joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the H Share register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the headquarters of the Company or the Company’s share registrar (as the case may be) not less than 24 hours before the time (i.e. before 10:00 a.m. on 22 December 2024) for holding the meeting or any adjournment thereof (as the case may be). Domestic shareholders shall deposit the relevant documents with the headquarters of the Company at Room 101, LG1 to 3/F, Building 14, North District, Yard No. 9, Dongran North Street, Haidian District, Beijing, PRC, postal code: 100195, and H Shareholders shall deposit the relevant documents to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
9. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.