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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
AND SHAREHOLDERS' CLASS MEETINGS,  
PAYMENT OF THE FINAL DIVIDEND,  
APPOINTMENT OF NON-EXECUTIVE DIRECTOR,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES**

We refer to the circular (the “**Circular**”) of the annual general meeting (the “**AGM**”) and the notice of the AGM, the notice of First Class Meeting of H Shareholders of 2020 and the notice of First Class Meeting of Domestic Shareholders of 2020 dated 3 April 2020, and the announcement on change of venue of meetings dated 28 April 2020 of China Tower Corporation Limited (the “**Company**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**Poll Results of the AGM**

The Board is pleased to announce that the AGM was held on Thursday, 21 May 2020 at Room 303, 3/F, Block A, Yuhui Tower, No. 73, Fucheng Road, Haidian District, Beijing, China. The number of issued shares of the Company as at the date of the AGM was 176,008,471,024, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. The AGM was held in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

The poll results in respect of the proposed resolutions at the AGM were as follows:

Ordinary Resolutions		No. of votes (%)	
		For	Against
1.	THAT the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2019 be considered and approved, and the board of directors of the Company be authorized to prepare the budget of the Company for the year 2020.	154,812,278,713 (99.989904%)	15,632,050 (0.010096%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	THAT the proposal on profit distribution and final dividend declaration and payment for the year ended 31 December 2019 be considered and approved.	154,776,924,762 (99.948053%)	80,444,001 (0.051947%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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 2020 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.	154,770,604,069 (99.943975%)	86,758,694 (0.056025%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4.	THAT the appointment of Mr. Mai Yanzhou as a non-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. Mai Yanzhou.	153,722,636,567 (99.278968%)	1,116,439,698 (0.721032%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	THAT the appointment of Mr. Deng Shiji as an independent non-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. Deng Shiji, and THAT the Board be authorized to determine his remuneration.	154,425,562,631 (99.738608%)	404,713,634 (0.261392%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Special Resolutions		No. of votes (%)	
		For	Against
6.	THAT the amendments to the Articles of Association of the Company, the amendments to the rules of procedure for general meetings of the Company, the amendments to the rules of procedure for the board of directors of the Company; THAT any director of the Company be authorized to undertake actions in his opinion as necessary or appropriate, so as to complete the approval and/or registration or filing of the amendments to the Articles of Association of the Company.	148,406,873,599 (95.834811%)	6,450,084,964 (4.165189%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
7.	Special resolution numbered 7 of the Notice of AGM dated 3 April 2020 (To grant a general mandate to the Board to allot, issue and deal with additional shares in the Company not exceeding 20% of each of the existing domestic Shares and H Shares in issue and to authorize the Board to increase the registered capital of the Company and to amend the Articles of Association of the Company to reflect such increase in the registered capital of the Company under the general mandate.)	134,649,130,961 (86.955950%)	20,198,387,602 (13.044050%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Computershare Hong Kong Investor Services Limited, the registrar of the Company's H Shares, acted as scrutineer for the vote-taking at the AGM.

### **Poll Results of the First Class Meeting of H Shareholders of 2020**

The Board is pleased to announce that the First Class Meeting of H Shareholders of 2020 was held on Thursday, 21 May 2020 at Room 303, 3/F, Block A, Yuhui Tower, No. 73, Fucheng Road, Haidian District, Beijing, China. The number of issued H shares of the Company as at the date of the First Class Meeting of H Shareholders of 2020 was 46,663,856,000, which was the total number of H shares entitling the holders to attend and vote for or against any of the resolutions proposed at the First Class Meeting of H Shareholders of 2020. There were no restrictions on any shareholders casting votes on the proposed resolution at the First Class Meeting of H Shareholders of 2020. The First Class Meeting of H Shareholders of 2020 was held in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

The poll results in respect of the proposed special resolution at the First Class Meeting of H Shareholders of 2020 were as follows:

Special Resolution		No. of votes (%)	
		For	Against
1.	THAT Part II of the Proposed Amendments to the Articles of Association be considered and approved.	19,054,358,980 (74.642965%)	6,472,974,964 (25.357035%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Computershare Hong Kong Investor Services Limited, acted as scrutineer for the vote-taking at the First Class Meeting of H Shareholders of 2020.

### Poll Results of the First Class Meeting of Domestic Shareholders of 2020

The Board is pleased to announce that the First Class Meeting of Domestic Shareholders of 2020 was held on Thursday, 21 May 2020 at Room 303, 3/F, Block A, Yuhui Tower, No. 73, Fucheng Road, Haidian District, Beijing, China. The number of issued Domestic Shares of the Company as at the date of the First Class Meeting of Domestic Shareholders of 2020 was 129,344,615,024, which was the total number of Domestic Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the First Class Meeting of Domestic Shareholders of 2020. There were no restrictions on any shareholders casting votes on the proposed resolution at the First Class Meeting of Domestic Shareholders of 2020. The First Class Meeting of Domestic Shareholders of 2020 was held in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

The poll results in respect of the proposed special resolution at the First Class Meeting of Domestic Shareholders of 2020 were as follows:

Special Resolution		No. of votes (%)	
		For	Against
1.	THAT Part II of the Proposed Amendments to the Articles of Association be considered and approved.	129,344,615,024 (100.000000%)	0 (0.000000%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Computershare Hong Kong Investor Services Limited, acted as scrutineer for the vote-taking at the First Class Meeting of Domestic Shareholders of 2020.

## Payment of the Final Dividend

The final dividend of RMB0.01455 per share (equivalent to HK\$0.015894 per share) (pre-tax) for the year ended 31 December 2019 was approved at the AGM. The payment shall be made to shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2020. The register of members will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020 (both days inclusive). In order to be entitled to the final dividend, H share Shareholders who have not registered the transfer documents are required to deposit 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, Wanchai, Hong Kong at or before 4:30 p.m. on Wednesday, 27 May 2020. Dividends will be denominated and declared in Renminbi. Dividends for holders of Domestic Shares and holders of H Shares (including enterprises and individuals) who invest in the H Shares of the Company listed on 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**”) will be paid in Renminbi, and dividends for H Share Shareholders other than the Southbound Shareholders will be paid in Hong Kong dollars. The relevant exchange rate will be the average of the central parity 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 at the AGM (i.e., RMB0.915412 equivalent to HK\$1.00). 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 Company’s H Share Shareholders. The final dividend is expected to be paid on or about Tuesday, 30 June 2020 (the “**Payment Date**”).

Under the requirements of the Law of the People’s Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法》), the Regulations for the Implementation of the Law of the People’s Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法實施條例》) implemented in 2008, the Company has the obligation to withhold enterprise income tax at a rate of 10% on dividends when it pays the proposed final dividend for 2019 to its H share shareholders who are overseas non-resident enterprises (including HKSCC Nominees Limited, other institutional nominees and trustees, or other organizations or groups) listed on the H Share register of members on 2 June 2020.

According to the requirement under Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation (國家稅務總局國稅函[2011]348號規定) and the relevant laws and regulations, for individual H share shareholders who are Hong Kong or Macau residents and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold the individual income tax at the rate of 10%. For individual H share shareholders whose country of domicile is a country which has entered in to a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, the Company will withhold the individual income tax at a tax rate of 10% of dividend. For individual H share shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 10% but lower than 20%, the Company will withhold the individual income tax at the effective tax rate under the relevant tax treaty. For individual H share shareholders whose country of domicile is a country which has not entered into any tax treaties with PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H share shareholders.

The Company will determine the country of domicile of the individual H share shareholders based on the registered address as recorded in the H share register of members of the Company on 2 June 2020. If the country of domicile of an individual H share shareholder is not the same as the registered address or if the individual H share shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H share shareholder shall notify and provide relevant supporting documents to the Company on or before 27 May 2020. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H share shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

For Southbound Investors (including enterprises and individuals), the Shanghai branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the shareholders of the Southbound Trading, will receive all dividends distributed by the Company and will distribute the dividends to the relevant shareholders under the Southbound Trading through its depository and clearing system. According to the relevant provisions under the “Notice on Taxation Policies for Shanghai-Hong Kong Stock Connect Pilot Programme (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81)” and “Notice on Taxation Policies for Shenzhen-Hong Kong Stock Connect Pilot Programme (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2016] No. 127)”, the Company shall withhold individual income tax at the rate of 20% with respect to dividends received by the Mainland individual investors for investing in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Southbound Trading. In respect of the dividends for the investment of Mainland securities investment funds in the H Shares of the Company listed on Hong Kong Stock Exchange through the Southbound Trading, the tax levied on dividends derived from such investment shall be ascertained by reference to the rules applicable to the treatment of individual income tax. The Company is not required to withhold income tax on dividends derived by the Mainland enterprise investors under the Southbound Trading, and such enterprises shall report the income and make tax payment by themselves. The record date for entitlement to the shareholders’ rights and the relevant arrangements of dividend distribution for the Southbound Investors are the same as those for the Company’s H share shareholders.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the H share shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the H share shareholders or any disputes relating to the tax withholding and payment mechanism or arrangements.

For H share Shareholders other than the Southbound Shareholders, the Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the final dividend declared for payment to H share Shareholders other than the Southbound Shareholders. The Receiving Agent will pay the final dividend net of the applicable tax on the Payment Date. The relevant dividend warrants will be dispatched to H share Shareholders by ordinary post and the risk of errors involved in the postage will be borne by the H share Shareholders. For the Southbound Shareholders, the final dividend net of the applicable tax will be paid by the Company to the Shanghai branch of China Securities Depository and Clearing Corporation Limited and Shenzhen branch of China Securities Depository and Clearing Corporation Limited on the Payment Date. The Shanghai branch of China Securities Depository and Clearing Corporation Limited and Shenzhen branch of China Securities Depository and Clearing Corporation Limited will pay the final dividend net of the applicable tax to the Southbound Shareholders.

## **Appointment of Non-executive Director**

The appointment of Mr. Mai Yanzhou (“**Mr. Mai**”) as a non-executive Director was approved at the AGM and his term of office commences from 21 May 2020 until the date of the expiration of the second session of the Board. The Company will enter into a service contract with Mr. Mai. He will not receive director’s remuneration during his term as a Director.

Mr. Mai, aged 51, is a non-executive Director. Mr. Mai previously served as a deputy general manager of Guangdong Branch of China Network Communications Group Corporation, and a deputy general manager of Guangdong Branch, the general manager of Fujian Branch, as well as the general manager of Liaoning Branch of China United Network Communications Group Company Limited. Mr. Mai was a Delegate to the 12th National People’s Congress. Mr. Mai also serves as a vice general manager of China United Network Communications Group Company Limited, a senior vice president of China United Network Communications Limited (listed on the Shanghai Stock Exchange with the stock code: 600050), a senior vice president of China Unicom (Hong Kong) Limited (listed on the Hong Kong Stock Exchange with the stock code: 0762), a director and senior vice president of China United Network Communications Corporation Limited and a non-executive director of PCCW Limited (listed on the Hong Kong Stock Exchange with the stock code: 0008 and its American depositary receipts trading on OTC Markets Group Inc.). Mr. Mai graduated from Zhengzhou University in 1991 and obtained a master’s degree in electronics and information engineering from Beijing University of Posts and Telecommunications in 2002. He is a professor level senior engineer.

As at the date of this announcement, Mr. Mai does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Mai 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 of the Company.

## **Appointment of Independent Non-executive Director**

The appointment of Mr. Deng Shiji (“**Mr. Deng**”) as an independent non-executive Director was approved at the AGM and his term of office commences from 21 May 2020 until the date of the expiration of the second session of the Board. The Company will enter into a service contract with Mr. Deng, and the Board will determine the remuneration of Mr. Deng with reference to his duties, responsibilities, experience as well as current market condition.

Mr. Deng, aged 65, is an independent non-executive Director. Mr. Deng also serves as an external director of China National Nuclear Corporation. He successively served in government departments including the Personnel Section of the Surveying and Mapping Institute of the Beijing Municipal Bureau of Planning, the Enterprise Bureau of the State Economic Commission, the Enterprise Department of the National Economic System Reform Commission, the Enterprise Management Department of the State Planning Commission, the Enterprise Bureau of the Production Office of the State Council and the Enterprise Department of the Economic and Trade Office of the State Council from August 1983 to June 1994. He then successively served as the division head of the Labor Distribution Division of the Enterprise Department, a deputy director of the Enterprise Department, and a deputy director of the Enterprise Reform Department of the State Economic and Trade Commission from June 1994 to May 2003, and a deputy chief and the chief of the Enterprise Reorganization Bureau (National Enterprise Merger and Bankruptcy Office) of the State-owned Assets Supervision and Administration Commission of the State Council from May 2003 to December 2008. Mr. Deng successively held several senior management positions, including as a director in the State Development & Investment Corp., Ltd. from December 2008 till his retirement in December 2014. Mr. Deng obtained a bachelor’s degree in economics from Beijing College of Economics in 1983 and is a senior economist.

As at the date of this announcement, Mr. Deng does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Deng 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 of the Company.

### **Change in the Composition of Board Committees**

The Board further announces that Mr. Mai Yanzhou, a non-executive Director of the Company, has been appointed as a member of the Remuneration and Appraisal Committee and a member of the Strategy Committee of the Board; Mr. Deng Shiji, an independent non-executive Director of the Company, has been appointed as the chairman of the Remuneration and Appraisal Committee, a member of the Nomination Committee, a member of the Strategy Committee and, a member of the Connected Transaction Committee of the Board. The above appointments become effective on 21 May 2020.

### **Compliance With The Requirements Under The Hong Kong Listing Rules**

Reference is made to the Company's announcement dated 10 January 2020, upon the appointments of Mr. Mai and Mr. Deng became effective on the date of this announcement, the Company has re-complied with the requirements of (i) having at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Hong Kong Listing Rules (ii) having independent non-executive Directors who represent at least one-third of the Board under Rule 3.10A of the Hong Kong Listing Rules; and (iii) the majority of members of Remuneration and Appraisal Committee and the Nomination Committee of the Board being independent non-executive Directors under Appendix 14 of the Hong Kong Listing Rules, including the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules.

The Board would like to extend its warmest welcome to Mr. Mai and Mr. Deng for joining the Board.

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

Beijing, China, 21 May 2020

*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>: Dong Xin, Mai Yanzhou and Zhang Zhiyong</i>
<i>Independent non-executive directors</i>	<i>: Fan Cheng, Tse Yung Hoi and Deng Shiji</i>