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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Tower Corporation Limited (the “**Company**”) for the year 2019 (the “**AGM**”) will be held at 9:30 a.m. on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, 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, 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 (the “**Board**”) be authorized to prepare the budget of the Company for the year 2020.
2. **THAT** the proposal on profit distribution and final dividend declaration and payment for the year ended 31 December 2019 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 2020 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.
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.

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.

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

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

SPECIAL RESOLUTIONS

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.
7. 7.1 **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 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.

7.2 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
Chu Ka Yee
Company Secretary

Hong Kong, 3 April 2020

Notes:

- (1) Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 April 2020.
- (2) Details of the aforesaid resolution No. 1 are set out in the 2019 annual report of the Company. Details of aforesaid resolutions No. 4 to No. 6 are set out in the circular of the Company dated 3 April 2020. Details of the resolutions No. 2, No. 3 and No. 7 are set out in this notice.
- (3) 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 Tuesday, 21 April 2020 to Thursday, 21 May 2020 (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 Monday, 20 April 2020. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Thursday, 21 May 2020 are entitled to attend the AGM.
- (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 AGM, instead of attending the AGM in person. The Company will comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and other 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 evolvement of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.**
- (5) The Board proposes a final dividend of RMB0.01455 (pre-tax) per share for the year ended 31 December 2019. 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 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 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 Wednesday, 27 May 2020.

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 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 Tuesday, 30 June 2020 upon approval at the AGM.

- (6) 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 of the Company. Shareholders who wish to appoint proxies should first review the 2019 annual report of the Company.
- (7) 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 registered office 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 9:30 a.m. on 20 May 2020) for the holding of the AGM. The address of the registered office of the Company is 19/F,

No. 73, Fucheng Road, Haidian District, Beijing, PRC, postal code: 100142; 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.

- (8) Shareholders intending to attend the AGM shall return the attendance slip via hand delivery, mail or fax to the Registered office of the Company for Domestic Shareholders or to the Computershare Hong Kong Investor Services Limited for H Shareholders on or before Friday, 1 May 2020.
- (9) 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.
- (10) All resolutions to be proposed at the AGM will be voted by poll.
- (11) 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.
- (12) Shareholders are advised to call the Company's hotline at (852) 2862 8648 or browse the Company's website (www.china-tower.com) for the latest arrangements of the AGM in the event that a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted on the day of the AGM in Hong Kong.
- (13) 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	:	Tong Jilu (Chairman of the Board) and Gu Xiaomin (General Manager)
Non-executive directors	:	Dong Xin and Zhang Zhiyong
Independent non-executive directors	:	Fan Cheng and Tse Yung Hoi