

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 Annual General Meeting to be held on 21 May 2020

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 annual general meeting (and any adjournment thereof) (the "AGM") of the said Company to be held at 9:30 am on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purposes of considering and, if thought fit, passing the Resolutions as set out in the notice of AGM 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 RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 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 be authorized to prepare the budget of the Company for the year 2020. | | |
| 2. | THAT the profit distribution proposal and the 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 on 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. | | |
| SPECIAL RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
| 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. | THAT the 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.) | | |

Dated this _____ day of _____ 2020 Signed^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.**
- 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 Annual General Meeting.
- 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 involvement of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.
- The full descriptions and details of the ordinary resolutions and the special resolutions proposed to be considered and approved at the AGM are set out in the circular and notice of AGM both dated 3 April 2020, which are also available at the Company's website www.china-tower.com.
- 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.
- 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 Register of Members 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).
- 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 Registered Office 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 9:30 a.m. on 20 May 2020) for holding the Meeting or any adjournment thereof (as the case may be). Domestic shareholders shall deposit the relevant documents with the Registered Office of the Company at 19/F, No. 73, Fucheng Road, Haidian District, Beijing, PRC, postal code: 100142, 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.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.