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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).

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

(Stock Code: 0788)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

China Tower Corporation Limited will convene the EGM at 10:00 a.m. on 14 January 2022 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC. The notice of EGM dated 29 December 2021 is set out on pages 15 to 17 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 13 January 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.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the Board of Directors of the Company
“CCS”	China Communications Services Corporation Limited (中國通信服務股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 0552) and a non-wholly owned subsidiary of CTC as of the Latest Practicable Date
“China Mobile”	China Mobile Limited (中國移動有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 0941), which held the entire equity interest in China Mobile Company and was a substantial Shareholder of the Company as of the Latest Practicable Date
“China Mobile Company”	China Mobile Communication Company Limited (中國移動通信有限公司), which held approximately 27.93% equity interest in the Company and was a substantial Shareholder of the Company as of the Latest Practicable Date
“China Railway”	China Railway Signal & Communication Corporation Limited (中國鐵路通信信號股份有限公司), a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively (stock code: 3969 and 688009)
“China Telecom”	China Telecom Corporation Limited (中國電信股份有限公司), a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively (stock code: 0728 and 601728), which held approximately 20.50% equity interest in the Company and was a substantial Shareholder of the Company as of the Latest Practicable Date

DEFINITIONS

“China Unicom”	China Unicom (Hong Kong) Limited (中國聯合網絡通信(香港)股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 0762), which held the entire equity interest in China Unicom Corporation and was a substantial Shareholder of the Company as of the Latest Practicable Date
“China Unicom A Share Company”	China United Network Communications Limited (中國聯合網絡通信股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600050), in which CUC held 36.70% equity interest as of the Latest Practicable Date
“China Unicom Corporation”	China United Network Communications Corporation Limited (中國聯合網絡通信有限公司), which held approximately 20.65% equity interest in the Company and was a substantial Shareholder of the Company as of the Latest Practicable Date
“CMCC”	China Mobile Communications Group Co., Ltd. (中國移動通信集團有限公司), which was a substantial Shareholder of the Company as of the Latest Practicable Date
“Company”	China Tower Corporation Limited, a joint stock company incorporated under the laws of the PRC with limited liability on 15 July 2014
“CTC”	China Telecommunications Corporation (中國電信集團有限公司), which was a substantial Shareholder of the Company as of the Latest Practicable Date
“CUC”	China United Network Communications Group Company Limited (中國聯合網絡通信集團有限公司), which was a substantial Shareholder of the Company as of the Latest Practicable Date
“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

DEFINITIONS

“EGM”	the first extraordinary general meeting of 2022 of the Company to be convened on 14 January 2022 or any adjournment thereof, and the notice of which is set out in this circular
“GD Power”	GD Power Development Co., Ltd. (國電電力發展股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600795)
“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 Hong Kong dollars and are listed on the Hong Kong 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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	22 December 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Nomination Committee”	nomination committee of the Board of the Company
“PCCW”	PCCW Limited (電訊盈科有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 0008)
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Restricted Share(s)”	the incentive instrument of the Restricted Share Incentive Scheme, which would, subject to the fulfilment of the conditions as required by Restricted Share Incentive Scheme, entitle the Scheme Participants to be granted or subscribe for the restricted shares of the Company and the related shares newly issued as a result of the bonus issue or conversion shares of the Company

DEFINITIONS

“Restricted Share Incentive Scheme”	the “China Tower Corporation Limited First Phase Restricted Share Incentive Scheme” adopted by the Company at the annual general meeting of the Company held on 18 April 2019, pursuant to which the Company can grant H Shares to the Scheme Participants
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Participant(s)”	Directors, senior management and employees of the Company who are eligible for participation under the Restricted Share Incentive Scheme
“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
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Towngas China”	Towngas China Company Limited (港華燃氣有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 1083)
“True Corporation”	True Corporation Public Company Limited, a company listed on the Stock Exchange of Thailand (stock code: TRUE)
“Zhongjin Gold”	Zhongjin Gold Corp., Ltd. (中金黃金股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600489)

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

Non-executive Directors:

Mr. Gao Tongqing

Mr. Mai Yanzhou

Independent Non-executive Directors:

Mr. Fan Cheng

Mr. Tse Yung Hoi

Mr. Deng Shiji

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

29 December 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

I. INTRODUCTION

We refer to the announcements of the Company dated 30 April 2021 and 22 December 2021 in relation to the postponed election of the new session of the Board and the Supervisory Committee, the proposed re-election and election of Directors and Supervisors, and the retirement of Directors and Supervisors.

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.

LETTER FROM THE BOARD

At the EGM, ordinary resolutions will be proposed to approve the proposed election of members of the third session of the Board and members (shareholder representative Supervisors) of the third session of the Supervisory Committee.

II. PROPOSED ELECTION OF MEMBERS OF THE THIRD SESSION OF THE BOARD AND MEMBERS (SHAREHOLDER REPRESENTATIVE SUPERVISORS) OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE

Both Mr. Fan Cheng and Mr. Tse Yung Hoi have decided not to stand for re-election as Directors as they would like to devote more time and energy to their personal endeavours. Both Ms. Gao Lingling and Mr. Sui Yixun have decided not to stand for re-election as Supervisors by reason of age.

The following persons have been nominated for election as members of the third session of the Board or members (shareholder representative Supervisors) of the third session of the Supervisory Committee. Separate ordinary resolutions will be proposed to the Shareholders at the EGM for approval.

Proposed Directors	Proposals
Zhang Zhiyong	Re-elected to be an executive Director
Gu Xiaomin	Re-elected to be an executive Director
Gao Tongqing	Re-elected to be a non-executive Director
Mai Yanzhou	Re-elected to be a non-executive Director
Liu Guiqing	Elected to be a non-executive Director
Zhang Guohou	Elected to be an independent non-executive Director
Deng Shiji	Re-elected to be an independent non-executive Director
Hu Zhanghong	Elected to be an independent non-executive Director

Proposed Supervisors	Proposals
Liu Wei	Elected to be a Supervisor
Li Zhangting	Re-elected to be a Supervisor
Han Fang	Elected to be a Supervisor
Li Tienan	Re-elected to be a Supervisor

Biographical details of the above proposed Directors and Supervisors (the “**Nominee(s)**”) are set out in the Appendix to this circular. In addition, the employee representative Supervisors of the Supervisory Committee had been elected at the employee representative meeting of the Company. For details, please refer to the announcement of the Company dated 14 April 2021.

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Except as stated in the Appendix to this circular, none of the Nominees currently nor in the past three years, holds any directorships in any listed companies or any other major positions in the Company and its subsidiaries; none of the Nominees has any relationship with any Director, Supervisor, senior management or substantial Shareholders of the Company (as defined in the Hong Kong Listing Rules).

As at the Latest Practicable Date, Mr. Gu Xiaomin held 930,000 Restricted Shares; the spouse of Mr. Li Zhangting held 330,000 Restricted Shares. Save as disclosed above, none of the Nominees has any interests in the Shares within the meaning of Part XV of the SFO.

The proposals for the re-election and election of the Nominees will be submitted for the Shareholders' approval at the EGM. In accordance with the Articles of Association, term of office of each Board session and Supervisory Committee session is three years. The term of office of each of the Directors and Supervisors will commence from the date of approval by the Shareholders at the EGM and end upon the expiration of the term of office of the third session of the Board and the Supervisory Committee.

After obtaining the relevant approval from the Shareholders at the EGM, the Company will enter into or automatically renew service contract with each Director and Supervisor, respectively. The Board, after obtaining the authorisation at the EGM, will determine the remuneration of each executive Director and independent non-executive Director with reference to their duties, responsibilities, experience as well as the current market condition. The non-executive Directors (except independent non-executive Directors) will not receive any remuneration as non-executive Directors during their respective term of office. The Supervisors will not receive supervisor's remuneration during their terms as Supervisors.

The Nominees of the third session of the Board include three independent non-executive Directors which constitutes more than one-third of the Board and fulfils the requirements of the Hong Kong Listing Rules. In considering the proposed re-election and election of independent non-executive Directors, the Nomination Committee and the Board have taken into account the following factors:

1. The Nominees for independent non-executive Directors have extensive and solid experience in different sectors including accounting, management, finance, investment and asset management, etc. Their respective education, background, experience and practical experience enable them to provide valuable and diversified opinions.
2. The Nominees for independent non-executive Directors have all confirmed to the Company that they comply with the independence requirement under Rule 3.13 of the Hong Kong Listing Rules. The Company has conducted assessment on their independence and is of the view that each of them complies with the independence requirement as set out in Rule 3.13 of the Hong Kong Listing Rules and that they are considered as independent.

LETTER FROM THE BOARD

3. Mr. Deng Shiji has served as independent non-executive Director of the Company since May 2020. He has devoted sufficient time and efforts to the business of the Company during his tenure of service. In addition, he has proactively and diligently carried out his duties as an independent non-executive Director and has provided valuable independent advice on the affairs of the Company from time to time.

Accordingly, the Nomination Committee and the Board are of the view that the re-election of Mr. Deng Shiji and the election of Mr. Zhang Guohou and Mr. Hu Zhanghong as the independent non-executive Directors can enhance the management standard of the Company by virtue of their professional knowledge and extensive experience, 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 are in the interests of the Company and the Shareholders as a whole.

For the proposed appointment of Mr. Zhang Guohou and Mr. Hu Zhanghong 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. Zhang Guohou and Mr. Hu Zhanghong as the Nominees for independent non-executive Directors taking into account factors such as their professional experience, skills and knowledge on accounting, management, finance, investment and asset management as shown in their biographical details set out in the Appendix to this circular, their underlying contribution to 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. Zhang Guohou and Mr. Hu Zhanghong will provide subjective, independent and adequate opinions and analysis on significant matters relating to the operations and management of the Company based on their rich experience and knowledge. They will also, together with the other independent non-executive Director, promote the diversity of the Board structure in various aspects including culture, professional skills and qualifications.

The Nomination Committee and the Board are of the view that the Nominees of the third session of the Board possess extensive experience, covering diverse areas including telecommunication industry, energy industry, accounting, management, finance, investment and asset management. Their areas of expertise and professional knowledge are strongly complementary to each other and are conducive to the scientific decision-making of the Board. At the same time, there are also diverse characteristics among the Nominees of the Board in terms of age, cultural and educational background, professional experience, skills, knowledge and/or length of service, which is in alignment with the board diversity policy. It can strengthen the management standard and further standardise the corporate governance practices, resulting in a more comprehensive and balanced Board structure and decision-making process as well as enhancing the governance standard and performance of the Company.

Save as disclosed in this circular, 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

III. EGM

The notice of EGM is set out on pages 15 to 17 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 13 January 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.

IV. 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

PROPOSED DIRECTORS

Mr. Zhang Zhiyong (張志勇), aged 56, has been an executive Director and chairman of the Board since September 2021. Mr. Zhang served as a non-executive Director from May 2018 to September 2021. He served as director of Qinhuangdao Telecommunications Bureau from November 1999 to July 2000, general manager of Qinhuangdao Branch of Hebei Telecom Company Limited from July 2000 to June 2002, deputy general manager of Beijing Telecom Company Limited from June 2002 to December 2002, and manager of the industry management department of CTC from December 2002 to June 2010. Mr. Zhang successively served in several positions with CCS, including deputy general manager from October 2006 to January 2008, executive director from August 2007 to June 2010, general manager from January 2008 to June 2010, and chairman of the board and executive director from March 2018 to September 2021. He successively served in several positions with China Telecom, including general manager of Xinjiang Branch from June 2010 to March 2014, general manager of Beijing Branch from March 2014 to November 2017, and executive vice president from July 2018 to September 2021. He was the vice president of CTC from November 2017 to September 2021 and the general counsel of CTC from April 2021 to September 2021.

Mr. Zhang graduated from Changchun Institute of Posts and Telecommunications (which was merged into Jilin University in 2000) in July 1986 with a bachelor's degree of wireless communications. He graduated from Yanshan University in Qinhuangdao, PRC in July 2002 with a master's degree of engineering. He also graduated from BI Norwegian Business School in August 2005 with a master's degree in management.

Mr. Gu Xiaomin (顧曉敏), aged 58, has been an executive Director since July 2019, the general manager of the Company since June 2019 and the general counsel of the Company since June 2021. Mr. Gu served as a deputy general manager of the Company from August 2014 to June 2019, and as the chairman of the labor union of the Company from June 2017 to January 2020. He successively served in several positions with China United Telecommunications Corporation (the predecessor of CUC), including secretary to the chairman of the board of directors from February 1999 to August 2000, secretary of manager-level from August 2000 to August 2001, deputy general manager of Jiangsu Branch from August 2001 to January 2004, general manager of Yunnan Branch from January 2004 to February 2006, and general manager of the finance department from February 2006 to November 2008. He successively served in several positions with CUC, including officer in charge of the planning and management department from December 2008 to February 2009, general manager of the planning and management department from February 2009 to April 2010, general manager of the market department from April 2010 to April 2012, and deputy general manager of network branch and general manager of the operation and maintenance department of network branch from April 2012 to September 2014.

Mr. Gu graduated from Nanjing Institute of Posts and Telecommunications (renamed as Nanjing University of Posts and Telecommunications in 2005) in July 1985 with a bachelor's degree of engineering and majored in radio engineering, from Shanghai Jiao Tong University in July 1987 with a bachelor's degree of law, from Peking University in May 2001 and majored in EMBA, from the Australian National University in December 2003 with a master's degree of international management and from Rennes School of Business, France in June 2008 with a doctor's degree of business administration. Mr. Gu was recognized as a senior engineer in September 1998 by Ministry of Posts and Telecommunications.

Mr. Gao Tongqing (高同慶), aged 57, has been a non-executive Director since October 2020. Mr. Gao previously served as a deputy director general of Xinjiang Uygur Autonomous Region Posts and Telecommunications Administration, a deputy general manager and general manager of Xinjiang Uygur Autonomous Region Telecom Company, the general manager of China Telecom Jiangsu branch, a vice president of CTC, and an executive director and executive vice president of China Telecom. Mr. Gao also serves as a vice president of CMCC, a vice president of China Mobile, a director and vice general manager of China Mobile Company, a non-executive director of CCS, and a non-executive director and vice chairman of True Corporation.

Mr. Gao graduated from the Changchun Institute of Posts and Telecommunications with a major in telecommunications engineering and received a doctorate degree in business administration from the Hong Kong Polytechnic University. Mr. Gao has extensive experience in management and the telecommunications industry.

Mr. Mai Yanzhou (買彥州), aged 53, has been a non-executive Director since May 2020. 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 CUC. Mr. Mai was a Delegate to the 12th National People's Congress. Mr. Mai also serves as a vice general manager of CUC, a senior vice president of China Unicom A Share Company, a senior vice president of China Unicom, a director and senior vice president of China Unicom Corporation, a non-executive director of PCCW and a non-executive director of CCS.

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.

Mr. Liu Guiqing (劉桂清), aged 55, previously served as a deputy general manager and the general manager of China Unicom Hunan branch and the general manager of China Unicom Jiangsu provincial branch. He currently serves as a vice president of CTC, an executive director and executive vice president of China Telecom. Mr. Liu also serves as a deputy director general of China Institute of Communications and a director of Global System for Mobile Communications Association (GSMA).

Mr. Liu received a doctorate degree in engineering science from National University of Defense Technology and is a professor level senior engineer. Mr. Liu has extensive experience in management and the telecommunications industry.

Mr. Zhang Guohou (張國厚), aged 59, successively served in the finance office and finance department of Northeast Power Corporation from September 1986 to May 1999 and as a vice chief accountant and head of finance department of Northeast Branch of State Power Corporation of China from May 1999 to March 2000. He successively served in several positions with GD Power from March 2000 to January 2001, including the chief accountant, and chief accountant and board secretary. He served as a vice general manager of finance and equity management department of State Power Corporation of China from January 2001 to January 2003, and successively served in several positions with State Grid Corporation of China from January 2003 to January 2006, including the head of finance department and head of fund management center, and the chief financial advisor. Mr. Zhang successively served as the chief accountant and a vice general manager of China GuoDian (Group) Corporation from January 2006 to November 2017. He also served as a director and an audit committee member of GD Power from November 2007 to February 2020. Mr. Zhang served as a member of the senior management of China Energy Investment Corporation from November 2017 to September 2020, and a director of China Huadian Corporation Ltd. from September 2020 to October 2021.

Mr. Zhang graduated from Shenyang Electric Power School (merged into Shenyang Institute of Technology) majored in automation of thermodynamic process and obtained a master's degree in economics from Renmin University of China. Mr. Zhang is qualified as a senior accountant. He has more than 30 years of experience in accounting and has accumulated extensive experience in financial management and asset restructuring.

Mr. Deng Shiji (鄧實際), aged 67, has been an independent non-executive Director since May 2020. Mr. Deng also serves as an external director of China National Nuclear Corporation. He successively served in government departments including the Personnel Section of 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 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 to his retirement in December 2014.

Mr. Deng obtained a bachelor's degree in economics from Beijing College of Economics in 1983 and is qualified as a senior economist.

Mr. Hu Zhanghong (胡章宏), JP, aged 52, obtained his doctorate degree in economics from Zhongnan University of Economics and Law and is a Senior Economist in PRC. Mr. Hu has many years of experience serving at the senior level in financial institutions. Mr. Hu also holds various social positions, which include the co-chairman of the VC/PE Committee of the Investment Association of China, a director of the Hong Kong Financial Services Development Council, the honorary life chairman of Chinese Financial Association of Hong Kong, the chairman of China Mergers and Acquisitions Association (Hong Kong), a member of the Resolvability Review Tribunal of the Government of Hong Kong, a member of Hong Kong Academy of Finance, and a member of the Belt and Road & Greater Bay Area Committee of Hong Kong Trade Development Council. Mr. Hu had also held positions including the chairman and president of CCB International (Holdings) Limited, the chairman of CCBI Metdist Global Commodities (UK) Limited, the chairman-in-office of China Mergers & Acquisitions Association, a director of China Construction Bank (Asia) Corporation Limited, a member of the Process Review Panel for the Securities and Futures Commission of Hong Kong, and a member of the Securities and Futures Appeals Tribunal of Hong Kong. Mr. Hu has been an independent non-executive director of Towngas China since November 2021.

PROPOSED SUPERVISORS

Mr. Liu Wei (劉巍), aged 46, previously served as a deputy manager of accounting division in the finance department of China Mobile Communications Corporation, the acting president for finance and the general manager of finance department of China Mobile Hong Kong Company Limited, the manager of tax management division of China Mobile Communications Corporation, a director, a deputy general manager and the chief accountant of China Mobile Group Xizang Co., Ltd., a director of China Mobile Group Beijing Co., Ltd., and a director and general manager of China Mobile Group Finance Co., Ltd. Mr. Liu currently serves as the general manager of the internal audit department of CMCC and a director of China Mobile Group Finance Co., Ltd.

Mr. Liu graduated from Tsinghua University majored in business administration and obtained a master's degree. Mr. Liu is a member of the Chinese Institute of Certified Public Accountants.

Mr. Li Zhangting (李張挺), aged 51, has been a Supervisor since October 2020. Mr. Li served as a director of the Company from July 2014 to May 2018. Mr. Li served in CUC from January 1999 to July 2020 successively as a deputy manager of operation and finance division, a manager of budget and management division and a deputy general manager of plan and finance department, a deputy general manager of finance department, the general manager of finance department and the general manager of remainder enterprise management department, and the general manager of Hubei Branch. He has been the general manager of auditing department of CUC since July 2020.

Mr. Li graduated from department of management engineering of Beijing Institute of Posts and Telecommunications (currently known as Beijing University of Posts and Telecommunications) and majored in postal communication management in July 1992. He graduated from department of management engineering of Beijing University of Posts and Telecommunications with a master's degree in economics and majored in transportation economics in May 1995 and received a master's degree in business administration from Tsinghua University in January 2006. Mr. Li is a senior accountant.

Ms. Han Fang (韓芳), aged 48, previously served as a supervisor of China Telecom, the chief financial officer of China Telecom Global Limited, the deputy managing director of audit department of both CTC and China Telecom. Ms. Han served as a supervisor and the chairperson of the supervisory committee of CCS from December 2015 to December 2021. Ms. Han currently serves as the managing director of audit department of both CTC and China Telecom.

Ms. Han graduated from Beijing University of Posts and Telecommunications in 1995 with a bachelor's degree in engineering management, and received a master's degree in business administration from the BI Norwegian School of Management in 2007. Ms. Han is an international internal auditor, a member of the Chinese Institute of Certified Public Accountants and a senior accountant. She has extensive experience in operation management and financial management in the telecommunications industry.

Ms. Li Tienan (李鐵南), aged 51, has been a Supervisor since July 2019. Ms. Li served at the Pre-trial Division of Shenyang Public Security Bureau of Liaoning Province from August 1992 to December 1999. She served as a lawyer of Jinde Law Firm from December 1999 to December 2002, a director of the legal department of China National Coal Group Corp. from December 2002 to August 2003, a general legal counsel and a director of the legal department of China Coal & Coke Holdings Ltd. from August 2003 to April 2011, a deputy general manager of the legal department of China National Coal Group Corp. from April 2011 to June 2011, a deputy general manager of the legal department of China Reform Holdings Corporation Ltd. from June 2011 to July 2014, during which she also served as a deputy general manager of the legal department of CNIC Corporation Limited from January 2013 to September 2014. Ms. Li served as a general manager of the legal department of CNIC Corporation Limited from September 2014 to March 2019, during which she also served as a general manager of the legal department of CNIC Consulting Corporation Limited from February 2017 to March 2019. She successively served in several positions with China Reform Asset Management Co., Ltd., including the deputy general manager from March 2019 to February 2020, the general manager since February 2020 and the general counsel since September 2020. Ms. Li has served as a director of Guoxin Ronghui Equity Investment Fund Management Co., Ltd. since March 2019, a supervisor of China Railway since February 2020, the legal representative, executive director and general manager of China Reform Shengkang Private Equity Management (Beijing) Co., Ltd. since December 2020, and a director of Zhongjin Gold since March 2021.

Ms. Li graduated from Northwest University of Political Science and Law with a bachelor's degree in law in 1992 and obtained an MBA degree in Renmin University of China.



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 FIRST EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of China Tower Corporation Limited (the “**Company**”) of 2022 (the “**EGM**”) will be held at 10:00 a.m. on Friday, 14 January 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. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the board of directors of the Company (the “**Board**”):
 - 1.1 **THAT** the re-election of Mr. Zhang Zhiyong as an executive director of the Company be and is hereby considered and approved; and **THAT** the Board be and is hereby authorised to determine his remuneration.
 - 1.2 **THAT** the re-election of Mr. Gu Xiaomin as an executive director of the Company be and is hereby considered and approved; and **THAT** the Board be and is hereby authorised to determine his remuneration.
 - 1.3 **THAT** the re-election of Mr. Gao Tongqing as a non-executive director of the Company be and is hereby considered and approved.
 - 1.4 **THAT** the re-election of Mr. Mai Yanzhou as a non-executive director of the Company be and is hereby considered and approved.
 - 1.5 **THAT** the election of Mr. Liu Guiqing 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 authorised to sign on behalf of the Company the director’s service contract with Mr. Liu Guiqing.

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- 1.6 **THAT** the election of Mr. Zhang Guohou 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 authorised to sign on behalf of the Company the director's service contract with Mr. Zhang Guohou, and **THAT** the Board be and is hereby authorised to determine his remuneration.
- 1.7 **THAT** the re-election of Mr. Deng Shiji as an independent non-executive director of the Company be and is hereby considered and approved; and **THAT** the Board be and is hereby authorised to determine his remuneration.
- 1.8 **THAT** the election of Mr. Hu Zhanghong 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 authorised to sign on behalf of the Company the director's service contract with Mr. Hu Zhanghong, and **THAT** the Board be and is hereby authorised to determine his remuneration.
2. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the supervisory committee of the Company:
- 2.1 **THAT** the election of Mr. Liu Wei as a supervisor of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor's service contract with Mr. Liu Wei.
- 2.2 **THAT** the re-election of Mr. Li Zhangting as a supervisor of the Company be and is hereby considered and approved.
- 2.3 **THAT** the election of Ms. Han Fang as a supervisor of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor's service contract with Ms. Han Fang.
- 2.4 **THAT** the re-election of Ms. Li Tienan as a supervisor of the Company be and is hereby considered and approved.

By Order of the Board
China Tower Corporation Limited
Chu Ka Yee
Company Secretary

Hong Kong, 29 December 2021

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Notes:

1. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 December 2021.
2. Biographical details of the proposed directors and supervisors of the Company within the aforesaid resolutions No. 1 and No. 2 are set out in the Appendix to the circular of the Company dated 29 December 2021.
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 Tuesday, 11 January 2022 to Friday, 14 January 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, 10 January 2022. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Friday, 14 January 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 evolution 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 13 January 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 the Company comprises:

Executive directors	:	Zhang Zhiyong (Chairman of the Board) and Gu Xiaomin (General Manager)
Non-executive directors	:	Gao Tongqing and Mai Yanzhou
Independent non-executive directors	:	Fan Cheng, Tse Yung Hoi and Deng Shiji