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## Application Proof of



# China Tower Corporation Limited 中國鐵塔股份有限公司

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

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IMPORTANT

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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)*

Number of [REDACTED] under the : [REDACTED] [REDACTED] (subject to the [REDACTED] [REDACTED])  
Number of Hong Kong [REDACTED] : [REDACTED] [REDACTED] (subject to adjustment)  
Number of International [REDACTED] : [REDACTED] [REDACTED] (subject to [REDACTED] [REDACTED] and the [REDACTED])  
Maximum [REDACTED] : HK\$[●] per [REDACTED], plus [REDACTED] (payable in full on [REDACTED] in Hong Kong dollars and subject to refund)  
Nominal value : RMB1.00 per [REDACTED]  
Stock code : [REDACTED]

*Joint Sponsors*



*[REDACTED], [REDACTED] and [REDACTED]*

[●]

[●]

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The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (on behalf of the [REDACTED]) and us on the [REDACTED]. The [REDACTED] is expected to be on or around [REDACTED] (Hong Kong time) and, in any event, not later than [REDACTED] (Hong Kong time). [REDACTED] will be not more than HK\$[●] and is currently expected to be not less than HK\$[●] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed by [REDACTED] (Hong Kong time) between the [REDACTED] (on behalf of the [REDACTED]) and us, the [REDACTED] will not proceed and will lapse.

[REDACTED] for Hong Kong [REDACTED] are required to pay, on [REDACTED], the maximum [REDACTED] of HK\$[●] for each Hong Kong [REDACTED] together with [REDACTED], subject to refund if the [REDACTED] as to be finally determined is less than HK\$[●].

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We are incorporated in, and all of our operating revenue is derived from, the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in PRC incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from that in Hong Kong and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set out in “Risk Factors,” “Appendix V — Summary of Certain Legal and Regulatory Matters” and “Appendix VI — Summary of Articles of Association” to this document.

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[REDACTED]

**EXPECTED TIMETABLE<sup>(1)</sup>**

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[REDACTED]

**EXPECTED TIMETABLE<sup>(1)</sup>**

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[REDACTED]

**EXPECTED TIMETABLE<sup>(1)</sup>**

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[REDACTED]

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## CONTENTS

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	<i>Page</i>
<b>EXPECTED TIMETABLE</b> .....	[i]
<b>CONTENTS</b> .....	[iv]
<b>SUMMARY</b> .....	[1]
<b>DEFINITIONS</b> .....	[17]
<b>GLOSSARY OF TECHNICAL TERMS</b> .....	[29]
<b>FORWARD-LOOKING STATEMENTS</b> .....	[33]
<b>RISK FACTORS</b> .....	[34]
<b>WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES</b> .....	[63]
<b>INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]</b> .....	[68]
<b>DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]</b> .....	[74]
<b>CORPORATE INFORMATION</b> .....	[78]
<b>INDUSTRY OVERVIEW</b> .....	[80]
<b>HISTORY AND DEVELOPMENT</b> .....	[91]
<b>BUSINESS</b> .....	[96]

---

**CONTENTS**

---

	<i>Page</i>
<b>CONNECTED TRANSACTIONS</b> .....	[143]
<b>DIRECTORS, SUPERVIORS AND SENIOR MANAGEMENT</b> .....	[179]
<b>SHARE CAPITAL</b> .....	[198]
<b>SUBSTANTIAL SHAREHOLDERS</b> .....	[201]
<b>RELATIONSHIP WITH CMCC</b> .....	[205]
<b>FINANCIAL INFORMATION</b> .....	[210]
<b>FUTURE PLANS AND USE OF [REDACTED]</b> .....	[254]
<b>[REDACTED]</b> .....	[255]
<b>STRUCTURE OF THE [REDACTED]</b> .....	[264]
<b>HOW TO APPLY FOR THE HONG KONG [REDACTED]</b> .....	[274]
<b>APPENDIX I ACCOUNTANT’S REPORT</b> .....	[I-1]
<b>APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION</b> .....	[II-1]
<b>APPENDIX III TAXATION AND FOREIGN EXCHANGE</b> .....	[III-1]
<b>APPENDIX IV REGULATORY ENVIRONMENT</b> .....	[IV-1]
<b>APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS</b> .....	[V-1]
<b>APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION</b> .....	[VI-1]
<b>APPENDIX VII STATUTORY AND GENERAL INFORMATION</b> .....	[VII-1]
<b>APPENDIX VIII DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE FOR INSPECTION</b> .....	[VIII-1]

## **SUMMARY**

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*This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the [REDACTED].*

*There are risks associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in “Risk Factors” in this document. You should read that section carefully before you decide to invest in the [REDACTED].*

## **OVERVIEW**

We are the world’s largest telecommunications tower infrastructure service provider. As of December 31, 2017, we operated and managed 1,872,154 sites and served 2,687,475 tenants. According to the F&S Report, in and as of December 31, 2017, we ranked first among the global telecommunications tower infrastructure service providers in terms of the number of sites, the number of tenants, and revenue. According to the F&S Report, our market share in the PRC telecommunications tower infrastructure industry was 96.3% in terms of the number of sites and 97.3% in terms of revenue in and as of December 31, 2017. We are an indispensable driving force in the implementation of China’s strategy of building strength in cyberspace (the “**Cyber Power**” strategy).

Our nationwide site resources allow us to have the most competitive position in the PRC market. As of December 31, 2017, our sites were spread across 31 provinces, municipalities and autonomous regions in the PRC, covering all cities and extensive rural areas. According to the F&S Report, we have an extensive geographic distribution of our sites, which are strategically located in the PRC. Our site density is relatively greater in the areas with more developed economy and higher density of wireless communications users.

## **BUSINESS MODEL**

### **Our Principal Business**

We are primarily engaged in the following businesses:

- Tower business: Based on our tower sites, we provide site space, maintenance services and power services to telecommunications service providers (“**TSPs**”) and support them through the following two business lines.
  - Macro cell business: We support TSPs to achieve the extensive coverage of wireless communications networks.
  - Small cell business: We support TSPs to enhance the coverage of wireless communications networks in urban areas with high density of population and buildings and in certain non-urban areas.



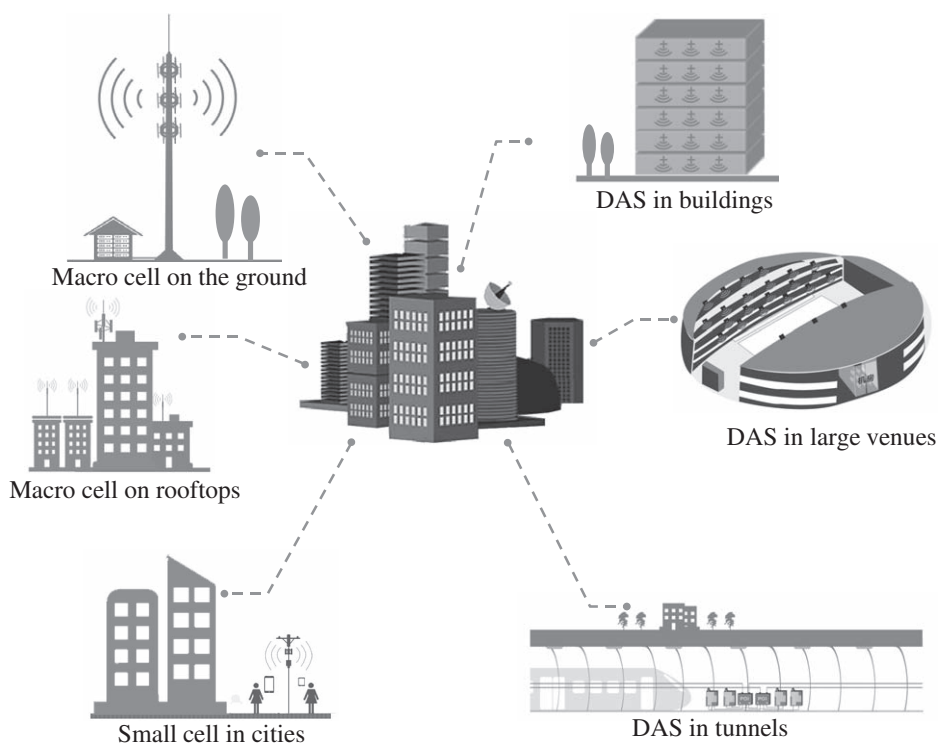
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## SUMMARY

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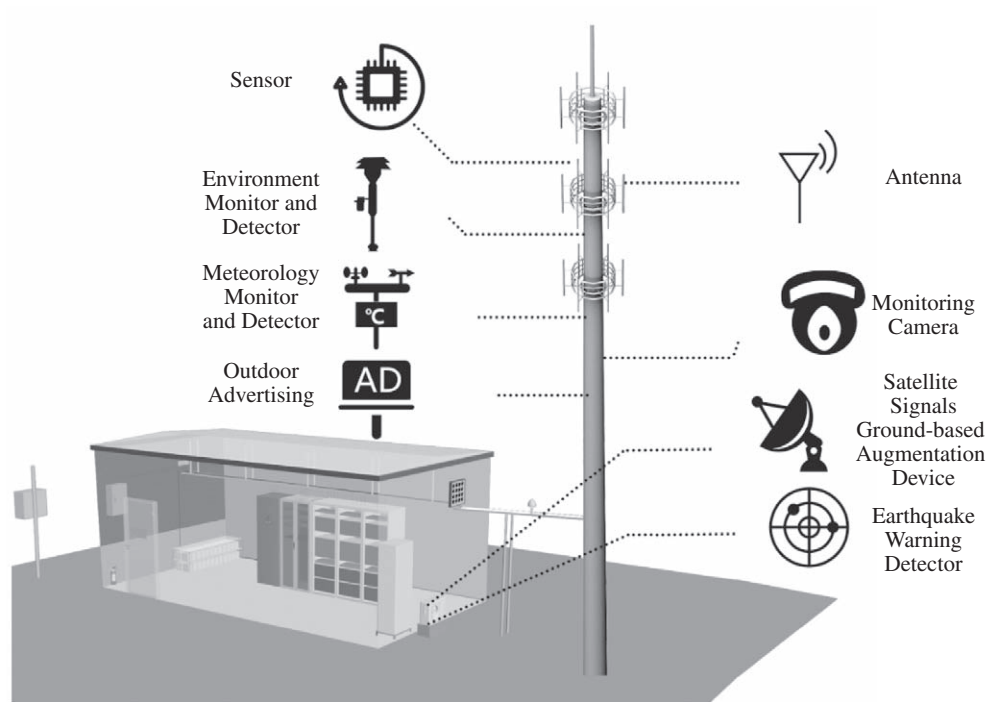
- DAS business: Based on our DAS sites, we provide indoor distributed antenna systems, maintenance services and power services to TSPs and support them to achieve the in-depth coverage of wireless communications networks in buildings and tunnels.
- Trans-sector site application and information business (“TSSAI” business): We provide site resources services and site-based information services to meet diverse needs of customers from different industries.

We primarily conduct tower and DAS businesses with TSPs based on our extensive site resources. While maintaining stable and predictable sources of operating revenue and cash flows from the above two businesses, we are engaged in TSSAI business with customers from different industries to meet their needs and enhance our profitability. The following diagram generally illustrates our tower and DAS businesses with TSPs in certain scenarios.



## SUMMARY

The following diagram generally illustrates our TSSAI business based on our site resources.



The table below sets out the breakdown of our operating revenue for the periods indicated.

	Year ended December 31,		
	2015	2016	2017
	(RMB million)		
Tower business	8,756	55,552	67,085
Macro cell business	8,756	55,552	66,828
Small cell business <sup>(1)</sup>	—	—	257
DAS business	45	421	1,284
TSSAI business <sup>(2)</sup>	—	19	169
Others <sup>(3)</sup>	1	5	127
<b>Total</b>	<b>8,802</b>	<b>55,997</b>	<b>68,665</b>

*Notes:*

- (1) We were not engaged in small cell business in 2015 and 2016.
- (2) We were not engaged in TSSAI business in 2015.
- (3) Revenue from others include revenue generated from transmission services, commissions for paying electric power charges on behalf of customers, and income from leasing some of our properties. Through our transmission services, we provide short interval tubes, poles and other facilities to our tenants.

## **SUMMARY**

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### **Key Operation Workflows**

Our operation workflows mainly include demand undertaking, site acquisition, site construction and site maintenance. Our business operations are primarily driven by demands. We undertake wireless communications coverage demands from our customers and match such demands with our site resources. Pursuant to match results, we satisfy their demands by augmenting our existing sites or identifying and building new sites. After delivering our sites to customers for hosting their equipment, we carry out site maintenance work in order to assist our customers in maintaining smooth functioning of their equipment.

### **Pricing**

The prices for our services are determined with reference to our costs and other related factors as well as market prices and through our negotiations with customers. The detailed pricing mechanism for our services provided in tower business and DAS business, including site space, indoor distributed antenna systems, maintenance services and power services, are prescribed under the Commercial Pricing Agreements and supplemental agreements thereto entered into between our Company and each of the three telecommunications service providers, namely, China Mobile Company, China Unicom Corporation and China Telecom. For services in TSSAI business, the prices are determined by negotiating with customers with reference to market prices. For more details, see “*Business — Pricing.*”

## SUMMARY

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### Milestone Events

The milestone events in our development history are set out below:

- 2014                    We were established under the name “China Communications Facilities Services Corporation Limited” (中國通信設施服務股份有限公司).
- We adopted our current name “China Tower Corporation Limited” (中國鐵塔股份有限公司).
- We established 31 provincial level branches by the end of the year.
- 2015                    We acquired certain existing telecommunications towers and related assets from the Telecom Group Companies and their respective subsidiaries, and the Telecom Shareholders and their respective subsidiaries, respectively, and commenced substantive commercial operations.
- We issued new Shares to each of the Telecom Shareholders and China Reform, and our share capital increased accordingly.
- We obtained the Basic Telecommunications Business Operation License (domestic telecommunications facilities service business) (基礎電信業務經營許可證(國內通信設施服務業務)) and the Value-added Telecommunications Business Operation License (web hosting) (增值電信業務經營許可證(網絡託管)) issued by the MIIT.
- 2016                    We entered into the Commercial Pricing Agreements with each of China Mobile Company, China Unicom Corporation and China Telecom.
- We completed the issuance of asset-backed notes of RMB4.95 billion via China Interbank Bond Market.
- 2017                    We became a member of the International Telecommunication Union.
- 2018                    We entered into the Supplemental Agreements to the Commercial Pricing Agreements, and the Service Agreements with each of China Mobile Company, China Unicom Corporation and China Telecom.
- We entered into strategic cooperation framework agreements with State Grid Corporation of China and China Southern Power Grid Co., Ltd.

### Our Customers

Our customers are all based in the PRC, among which China Mobile, China Unicom and China Telecom (the “**Big Three TSPs**”) are our most important customers. In conducting our TSSAI business, we have customers from different industries such as environmental protection, broadcasting and digital television, satellite positioning, energy, marine and agriculture.

## **SUMMARY**

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As far as our Directors are aware of, during the Track Record Period, save for the three Telecom Shareholders, neither the Directors, their respective associates, nor any Shareholders who own more than 5% of our issued shares to the best knowledge of the Directors, had any interest in any of our five largest customers.

We primarily provide services to the Big Three TSPs. We have entered into relevant agreements in respect of our services provided to the Big Three TSPs, including the Commercial Pricing Agreements, the Supplemental Agreements to the Commercial Pricing Agreements and the Service Agreements. For information on the principal terms of such agreements, see “*Connected Transactions — Principal Services Provided to the Telecom Shareholders — Agreements related to the Principal Services Provided to the Telecom Shareholders.*”

We are also engaged in the TSSAI business with customers from different industries. With respect to our TSSAI business, the accumulated number of our customers increased from 281 as of December 31, 2016 to 1,241 as of December 31, 2017, while the number of our tenants increased from 2,169 as of December 31, 2016 to 18,637 as of December 31, 2017. For information on such customers and the volume of such business, see “*Business — Our Business — TSSAI Business.*”

### **Procurement and Suppliers**

We established an online procurement platform that features e-commerce and a “one click to serve nationwide” function (the “**E-procurement platform**”). Our E-procurement platform covers materials and services required in our construction, operation and management. The materials we procure mainly include construction materials for towers and shelters, ancillary equipment, power supply equipment, air conditioners and distributed antenna systems. In addition, we primarily procure construction design and field services, including site inspection, survey, supervision, construction and maintenance on sites. For materials and services that are not suitable for purchasing through our E-procurement platform and large-scale construction projects for which the procurement procedures are stipulated under PRC laws and regulations, we conduct procurement through a conventional bidding and quoting process and manage the whole process of such procurement through our IT system.

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## SUMMARY

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### Competition

According to the F&S Report, as of December 31, 2017, there were over 200 companies providing telecommunications tower infrastructure services and competing in the PRC telecommunications tower infrastructure industry, of which less than ten companies each owned more than 1,000 sites. The following table sets out the ranking of the top five participants in the PRC telecommunications tower infrastructure market as of December 31, 2017.

	<u>Company</u>	<u>Number of sites</u>	<u>Revenue in 2017 (RMB million)</u>	<u>Market share in terms of revenue</u>
1	The Company	1,872,154	68,665	97.25%
2	Company A	17,260	545	0.77%
3	Company B	4,200	72	0.10%
4	Company C	4,300	57	0.08%
5	Company D	1,900	27	0.04%

*Source: F&S Report*

### COMPETITIVE STRENGTHS

We believe we possess the following competitive strengths:

- **Commanding market position:** We are the world’s largest telecommunications tower infrastructure service provider and an indispensable driving force in the implementation of China’s “Cyber Power” strategy.
- **Sustainable and favorable development environment:** We benefit from the opportunities arising from the sustainable and rapid development of the PRC wireless communications industry as well as favorable policy support from the government.
- **Sharing-oriented business model:** It allows us to enhance our profitability by increasing tenancy ratio and marginal profit.
- **Stable and predictable sources of operating revenue and cash flows:** Our major customers are global leading TSPs, with whom we have signed long-term agreements.
- **Outstanding capability to provide comprehensive services:** Having a broad service scope in the PRC, we offer integrated services, which strengthens our market leading position and expands our customer base across sectors.
- **Great potential for business with customers from different industries:** Based on our unparalleled site resources and outstanding capability in providing integrated services, we explore new business growth areas.
- **Leading operational efficiency:** An efficient, innovative and sophisticated management model allows us to achieve operational efficiency and optimize operating costs.

## **SUMMARY**

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- Experienced management and high caliber employees: They provide significant support for our business development and implementation of our strategies.

### **BUSINESS STRATEGIES**

In correspondence with (i) the PRC government’s implementation of its “Cyber Power,” “Digital China” and “Smart Society” strategies and (ii) its vision of “innovative, coordinated, green, open and sharing,” we plan to fully capture the opportunities arising from the rapid growth of the wireless communications industry. By reinforcing our backbone business of telecommunications tower infrastructure services and further growing our business through vigorous development of our TSSAI business, we endeavor to be a world-class information communications infrastructure service provider.

In order to execute our business strategies, we plan to further reinforce and develop our “one core, two wings” business structure, with tower business being the core, DAS business along with innovative energy services being one wing and TSSAI business along with overseas expansion being the other, through the following measures:

- For tower business, we will strengthen our industry leading position.
- For DAS business, we will improve our ability to satisfy our customers’ demands.
- For innovative energy services, we will promote green energy application.
- For TSSAI business, we will explore potential in various markets.
- For overseas expansion, we will prudently seek development opportunities.

In addition to the above business measures, we will carry out our strategies by further enhancing management model innovation capability, cultivating our talent and performing our social responsibilities:

- Further enhance our management model innovation to increase our operational efficiency.
- Cultivate talents to drive our sustainable development.
- Fulfill our social responsibilities to raise our corporate image and social value.

### **OUR SINGLE LARGEST SHAREHOLDER**

As of the Latest Practicable Date, China Mobile Company, directly held 38.0% of our share capital. Immediately following the completion of the [REDACTED], China Mobile Company will remain as our single largest Shareholder, and CMCC will remain as our ultimate single largest Shareholder.

## SUMMARY

To the best knowledge of the Company, CMCC does not directly or indirectly hold 10% or more equity interest in any other company which is principally engaged in a business similar to the principal business of the Company.

### KEY OPERATIONAL AND FINANCIAL DATA

The following tables sets out our summary consolidated financial information for the year ended December 31, 2015, 2016 and 2017. We have derived this summary from our financial information set forth in “Appendix I — Accountant’s Report” and “Financial Information.” You should read this summary in conjunction with our financial information set out in “Appendix I — Accountant’s Report,” including the accompanying notes, and the information set out in “Financial Information.”

#### Summary Statements of Comprehensive Income

	Year ended December 31,		
	2015	2016	2017
	(RMB million)		
Operating revenue	8,802	55,997	68,665
Operating expenses	<u>(12,963)</u>	<u>(50,927)</u>	<u>(60,950)</u>
Operating (loss)/profit	<u>(4,161)</u>	<u>5,070</u>	<u>7,715</u>
(Loss)/profit before taxation	(4,746)	106	2,685
(Loss)/profit for the year	<u>(3,596)</u>	<u>76</u>	<u>1,943</u>

#### Summary Balance Sheets

	As of December 31,		
	2015	2016	2017
	(RMB million)		
<b>Assets</b>			
Non-current assets	232,025	272,103	292,126
Current assets	<u>37,113</u>	<u>39,565</u>	<u>30,517</u>
<b>Total assets</b>	<b><u>269,138</u></b>	<b><u>311,668</u></b>	<b><u>322,643</u></b>
<b>Total equity</b>	125,476	125,552	127,495
<b>Liabilities</b>			
Non-current liabilities	96,535	14,548	45,107
Current liabilities	<u>47,127</u>	<u>171,568</u>	<u>150,041</u>
<b>Total liabilities</b>	<b><u>143,662</u></b>	<b><u>186,116</u></b>	<b><u>195,148</u></b>
<b>Total equity and liabilities</b>	<b><u>269,138</u></b>	<b><u>311,668</u></b>	<b><u>322,643</u></b>



## SUMMARY

### Summary Statements of Cash Flows

	Year ended December 31,		
	2015	2016	2017
	(RMB million)		
Net cash (used in)/generated from operating activities	(6,729)	27,594	34,935
Net cash used in investing activities	(15,217)	(46,023)	(51,915)
Net cash generated from financing activities	26,007	22,025	7,583

### Key Financial Measures

	Year Ended December 31,		
	2015	2016	2017
Operating (loss)/profit (RMB million) <sup>(1)</sup>	(4,161)	5,070	7,715
Operating profit margin <sup>(2)</sup>	N/M	9.1%	11.2%
EBITDA (RMB million) <sup>(3)</sup>	977	32,655	40,357
EBITDA margin <sup>(4)</sup>	N/M	58.3%	58.8%
Trade receivables turnover days	N/M	66	58

	As of December 31,		
	2015	2016	2017
Current ratio (times) <sup>(5)</sup>	0.8	0.2	0.2
Gearing ratio <sup>(6)</sup>	45.4%	49.4%	53.8%

*Notes:*

- (1) Operating profit/(loss) is the operating revenue minus the operating expenses.
- (2) Operating profit margin is calculated by dividing the operating profit/(loss) by operating revenue, and multiplying the resulting value by 100%.
- (3) EBITDA is the operating profit/(loss) plus depreciation and amortization.
- (4) EBITDA margin is calculated by dividing EBITDA by operating revenue, and multiplying the resulting value by 100%.
- (5) Current ratio is calculated by dividing total current assets by total current liabilities.
- (6) Gearing ratio is calculated by dividing net interest-bearing liabilities (total interest bearing liabilities net of cash and cash equivalents) by the sum of total equity and net interest-bearing liabilities, and multiplying the resulting value by 100%.

## **SUMMARY**

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### **RECENT DEVELOPMENT**

#### **Pricing Adjustment**

In early 2018, after negotiations on arm’s length basis, we entered into a Supplemental Agreement to the Commercial Pricing Agreement with each of the China Mobile Company, China Unicom Corporation and China Telecom to amend certain pricing terms of the previous Commercial Pricing Agreements. The key amendments are the reduction of cost margin and increase of co-location discount rates for tower business. The Supplemental Agreements to the Commercial Pricing Agreements have a term of five years and expire on December 31, 2022. Should the above pricing term changes went effective on January 1, 2017, with other billing arrangements remaining unchanged, the operating revenue of our tower business would have decreased from RMB67,085 million to RMB62,986 million for the year ended December 31, 2017.

#### **Change of Estimated Useful Life of Self-built Ground Towers**

Taking into account the technological improvement, such as the 5G standard implementation, the favorable government policies related to site protection as well as quality and features of the towers, the estimated useful life of self-built ground towers (excluding the towers acquired in the Tower Asset Acquisitions) was adjusted from ten years to 20 years, starting from January 1, 2018. We accounted for this change of accounting estimates prospectively. Should the above estimated useful life of self-built ground towers were changed since January 1, 2017, the depreciation expenses of our self-built ground towers would have decreased from RMB3,878 million to RMB1,865 million for the year ended December 31, 2017.

#### **Illustrative Financial Information**

Based on the adjusted pricing and changes of estimated useful lives of self-built ground towers, assuming all other terms remaining unchanged, we calculated certain important illustrative financial data for 2017 for illustration purposes. Such information is aimed to assist better evaluation of the impact of pricing and depreciation on our financial performance. These measures are not prepared under the IFRSs, and are based on several assumptions, thus you should not regard it as an independent analysis or an alternative to analysis of the results of operations based on IFRSs. In any event, you should consider carefully the importance placed on such information. For disclosures of events after the reporting period in respect of adjusted pricing and change of estimated useful life of self-built ground towers, see Note 30 of “*Appendix I — Accountant’s Report.*”

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**SUMMARY**

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The following table sets out some historical financial information and the illustrative financial information for the year indicated:

	Year Ended December 31, 2017	
	Historical financials	Illustrative financials
	(Unaudited)	
	(RMB million)	
Operating revenue <sup>(1)</sup>	68,665	64,566
Tower business	67,085	62,986
Operating expenses <sup>(2)</sup>	(60,950)	(58,937)
Depreciation and amortization	(32,642)	(30,629)
Depreciation of self-built ground towers	(3,878)	(1,865)
Depreciation and amortization of other assets	(28,764)	(28,764)
Operating profits <sup>(3)</sup>	7,715	5,629
Profit before taxation <sup>(4)</sup>	2,685	599
Income tax expenses <sup>(5)</sup>	(742)	(150)
Profit for the year <sup>(6)</sup>	1,943	449
EBITDA <sup>(7)</sup>	40,357	36,258

*Notes:*

- (1) Illustrative operating revenue is only affected by the adjusted pricing formula to tower business. We calculated the illustrative revenue from tower business based on the adjusted pricing formula, assuming other billing arrangements affecting our tower business in 2017 unchanged. Illustrative operating revenue is calculated by combining the illustrative revenue from tower business with revenue from non-tower business. See “*Financial Information.*”
- (2) We calculated the illustrative depreciation expense of self-built ground towers, which is a component of illustrative operating expenses, under the assumption that the adjusted estimated useful life for self-built ground towers had been changed since January 1, 2017, and accounted for this change prospectively. The illustrative operating expenses comprise the illustrative depreciation expense for self-built ground towers, plus historical depreciation and amortization expenses (other than those for self-built ground towers), historical site operating lease charges, repairs and maintenance, employee benefits and expenses, and other operating expenses. See “*Financial Information.*”
- (3) Illustrative operating profits are calculated by subtracting illustrative operating expenses from illustrative operating revenue.
- (4) Illustrative profit before taxation is the sum of illustrative operating profits and the historical figures of other gains, interest income and financial costs for 2017.
- (5) Illustrative income tax expenses are calculated by using illustrative profit before taxation and the statutory rate of 25%.
- (6) Illustrative profit for the year is calculated by subtracting illustrative income tax expenses from illustrative profit before taxation.
- (7) Illustrative EBITDA is illustrative operating profits with illustrative depreciation and amortization added back. EBITDA is not an IFRSs measure, see “ — *Non-IFRSs Financial Measures.*”

**SUMMARY**

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Save as disclosed above, the Directors have confirmed that, since December 31, 2017, being the date of the latest audited financial statements of the Company, and up to the date of this document, there has been no material and adverse change in our financial or trading position, and there has been no event which could materially affect the information set out in “*Appendix I — Accountant’s Report.*”

[REDACTED]

## **SUMMARY**

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### **DIVIDEND**

During the Track Record Period, we did not declare or distribute any dividend. We may declare and pay dividends by way of cash or by other means that we consider appropriate in the future. Distribution of dividends will be decided by the Board at their discretion and will be subject to shareholders’ approval. A decision to declare or to pay any dividends in the future, and the amount of any dividends, will depend on, among other things, our results of operations, cash flows and financial condition, operating and capital expenditure requirements, distributable profits as determined under PRC GAAP or IFRSs (whichever is lower), the Articles of Association, the PRC Company Law and any other applicable PRC law and regulations and other factors that the Directors may consider relevant.

[REDACTED]

## **SUMMARY**

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### **RISK FACTORS**

There are certain risks relating to an investment in the [REDACTED]. These risks can be characterized as: (i) risks relating to our business and industry; (ii) risks relating to legal, compliance and regulatory matters; (iii) risks relating to conducting business in the PRC; and (iv) risks relating to the [REDACTED].

The following are some of the major risks that we face:

- If demand for telecommunications tower infrastructure services does not achieve anticipated growth or even decrease, our business and results of operations would be materially and adversely affected.
- Our business relies on a limited number of customers.
- Any difficulties in acquiring, constructing or maintaining sites may materially and adversely affect our business, financial position and results of operations.
- Our ability to obtain and maintain suitable pricing for our services is essential.
- We face challenges in managing and consolidating our telecommunications tower infrastructure assets.
- Our business development may require relatively high level of capital expenditures and we may not be able to obtain financing therefor.
- We may face challenges in developing our small cell and DAS business.
- Our limited operating history may affect your ability to evaluate our business and prospects.
- Any interference to our right to use the land or premises on which our sites are situated may negatively impact our business and results of operations.
- Natural disasters and other unforeseen incidents could materially and adversely affect our business.

### **WAIVERS IN RESPECT OF CONTINUING CONNECTED TRANSACTIONS**

The Company has conducted certain transactions with entities that will become our connected persons upon the [REDACTED] in its ordinary course of business in the past, and these transactions will continue after the [REDACTED] and will therefore constitute our continuing connected transactions under the Hong Kong Listing Rules.

## **SUMMARY**

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The Company provides relevant services of tower products, DAS products, transmission products and service products (the “**Relevant Products**”) to each of the Telecom Shareholders and their respective branches/subsidiaries pursuant to the Service Framework Agreements. The terms of the Service Framework Agreements are from January 1, 2018 to December 31, 2022. The service period of the Relevant Products is generally five years.

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted to us,] a waiver from strict compliance with the maximum three-year period requirement under Rule 14A.52 of the Listing Rules and the annual cap requirement under Rule 14A.53 of the Listing Rules for the transactions above.

For details of the above and other continuing connected transactions of the Company and the waivers applied for in connection therewith, please see “*Connected Transactions*” and “*Waivers from Strict Compliance with the Hong Kong Listing Rules.*”

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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.*

“Accountant’s Report”	the report on the financial information regarding the Company for the years ended December 31, 2015, 2016 and 2017, which has been audited by the Reporting Accountant and is set out in “Appendix I — Accountant’s Report”
“[REDACTED]”	[REDACTED], [REDACTED] and [REDACTED], or where the context so requires, any of them, relating to the [REDACTED]
“Articles of Association” or “Articles”	the articles of association of the Company, as amended, which shall become effective on the [REDACTED] and a summary of which is set out in Appendix VI
“Big Three TSPs”	the three largest telecommunications services providers in China, namely China Mobile, China Unicom and China Telecom, which conduct business operations by themselves or through their respective subsidiaries
“Board”	the board of Directors of the Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]



## **DEFINITIONS**

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“CCS”	China Communications Services Corporation Limited (中國通信服務股份有限公司), a company incorporated under the laws of the PRC on August 30, 2006 and listed on the Hong Kong Stock Exchange (stock code: 552), in which CTC held 51.4% equity interest as of the Latest Practicable Date
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“China Mobile”	(i) China Mobile Limited (中國移動有限公司), a company incorporated under the laws of Hong Kong on September 3, 1997 and listed on the Hong Kong Stock Exchange (stock code: 941) and the New York Stock Exchange (stock code: CHL), respectively, which held the entire equity interest in China Mobile Company as of the Latest Practicable Date, or (ii) one of the major telecommunications services providers in China, as the context may require
“China Mobile Company”	China Mobile Communication Company Limited (中國移動通信有限公司), a company incorporated under the laws of the PRC on February 27, 2004, which held 38.0% equity interest in the Company and was the single largest Shareholder as of the Latest Practicable Date
“China Reform”	China Reform Holdings Corporation Ltd. (中國國新控股有限責任公司), a wholly state-owned company incorporated under the laws of the PRC on December 1, 2010, which held 6.0% equity interest in the Company as of the Latest Practicable Date
“China Telecom”	(i) China Telecom Corporation Limited (中國電信股份有限公司), a company incorporated under the laws of the PRC on September 10, 2002 and listed on the Hong Kong Stock Exchange (stock code: 728) and the New York Stock Exchange (stock code: CHA), respectively, which held 27.9% equity interest in the Company as of the Latest Practicable Date, or (ii) one of the major telecommunications services providers in China, as the context may require
“China Unicom”	(i) China Unicom (Hong Kong) Limited (中國聯合網絡通信(香港)股份有限公司), a company incorporated under the laws of Hong Kong on February 8, 2000 and listed on the Hong Kong Stock Exchange (stock code: 762) and the New York Stock Exchange (stock code: CHU), which held the entire equity interest in China Unicom Corporation as of the Latest Practicable Date, or (ii) one of the major telecommunications services providers in China, as the context may require

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## DEFINITIONS

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“China Unicom Corporation”	China United Network Communications Corporation Limited (中國聯合網絡通信有限公司), a company incorporated under the laws of the PRC on September 10, 2002, which held 28.1% equity interest in 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 incorporated under the laws of the PRC on December 31, 2001 and listed on the Shanghai Stock Exchange (stock code: 600050), in which CUC held 36.7% equity interest as of the Latest Practicable Date
“Circular [2014] No. 586”	Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2015 (《關於2015年推進電信基礎設施共建共享的實施意見》)
“Circular [2016] No. 142”	Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2016 (《關於2016年推進電信基礎設施共建共享的實施意見》)
“Circular [2017] No. 92”	Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2017 (《關於2017年推進電信基礎設施共建共享的實施意見》)
“Circular [2017] No. 234”	Notice on Strengthen Wireless Communication Tower Site Land and Planning and Management (《關於加強移動通信鐵塔站址用地及規劃管理工作的通知》)
“CMCC”	China Mobile Communications Group Co., Ltd. (中國移動通信集團有限公司), a state-owned enterprise incorporated under the laws of the PRC on July 22, 1999, which was a substantial Shareholder as of the Latest Practicable Date
“CMCC Group”	CMCC and its subsidiaries (or CMCC and any one or more of its subsidiaries, as the context may require)
“Commercial Pricing Agreement(s)”	the Commercial Pricing Agreement(s) entered into between the Company and each of the Telecom Shareholders on July 8, 2016, which set out the pricing of the products and the services provided by the Company to the Telecom Shareholders and their branches/subsidiaries as further described in “ <i>Connected Transactions</i> ”

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## **DEFINITIONS**

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“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “we” or “us”	China Tower Corporation Limited (中國鐵塔股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC on July 15, 2014
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“CTC”	China Telecommunications Corporation (中國電信集團有限公司), a state-owned company incorporated under the laws of the PRC on April 27, 1995, which was a substantial Shareholder as of the Latest Practicable Date
“CTC Group”	CTC and its subsidiaries (or CTC and any one or more of its subsidiaries, as the context may require)
“CUC”	China United Network Communications Group Company Limited (中國聯合網絡通信集團有限公司), a state-owned company incorporated under the laws of the PRC on June 18, 1994, which was a substantial Shareholder as of the Latest Practicable Date
“CUC Group”	CUC and its subsidiaries (or CUC and any one or more of its subsidiaries, as the context may require)
“Director(s)”	director(s) of the Company
“Domestic Shares”	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 Renminbi
“EIT Law”	Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time

## **DEFINITIONS**

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“[REDACTED]”	[REDACTED]
“F&S Report”	the industry report we commissioned Frost & Sullivan to prepare on the global and PRC telecommunications tower infrastructure industry
“GDP”	gross domestic product
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“[REDACTED]”	[REDACTED]

## **DEFINITIONS**

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“[REDACTED]”	[REDACTED]
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“[REDACTED]”	[REDACTED]
“IFRS(s)”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board
“Independent Third Party(ies)”	party(ies) who are not connected persons of the Company as far as our Directors are aware after having made all reasonable enquiries
“[REDACTED]”	[REDACTED]

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## DEFINITIONS

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[●]
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited and Goldman Sachs (Asia) L.L.C.
“[REDACTED]”	[●]
“[REDACTED]”	[●]
“Latest Practicable Date”	May 4, 2018, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“[REDACTED]”	[REDACTED]
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“[REDACTED]”	[REDACTED]
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》), as amended, supplemented or otherwise modified from time to time, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were promulgated by the former Securities Commission of the State Council (國務院證券委員會) and the former State Commission for Restructuring the Economic Systems (國家經濟體制改革委員會) on August 27, 1994
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“Ministry of Industry and Information” or “MIIT”	Ministry of Industry and Information Technology of the People’s Republic of China (中華人民共和國工業和信息化部)

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## DEFINITIONS

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“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOHURD”	Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國發展與改革委員會)
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NYSE”	the New York Stock Exchange
“[REDACTED]”	[REDACTED]
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	China Accounting Standards issued by the MOF
“Pricing Adjustment”	our adjustment of pricing pursuant to the Supplemental Agreements to the Commercial Pricing Agreements we entered into with each of the Telecom Shareholders in 2018. See “ <i>Business — Pricing</i> ” and “ <i>Connected Transactions</i> ”

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## DEFINITIONS

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“[REDACTED]”	[REDACTED]
“Principal Services Provided to the Telecom Shareholders”	relevant services of tower products, DAS products, transmission products and service products provided to the Telecom Shareholders and their respective subsidiaries by the Company, as further described in “ <i>Connected Transactions</i> ”
“Promoters”	China Mobile Company, China Unicom Corporation and China Telecom
“[REDACTED]”	[REDACTED]
“province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“QIB” or “Qualified Institutional Buyer”	a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Reporting Accountant”	PricewaterhouseCoopers
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Securities Law”	Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time



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## DEFINITIONS

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“Service Agreement(s)”	Service Agreement(s) entered into between the Company and each of the Telecom Shareholders in April 2018, which set out the content of the products and services provided by the Company to the Telecom Shareholders and their subsidiaries, the customer service standard and, where applicable, the relevant agreements in respect of the evaluation of the maintenance quality and other related arrangements, as further described in “ <i>Connected Transactions</i> ”
“Service Framework Agreements”	the Commercial Pricing Agreement(s), the Supplemental Agreement(s) to the Commercial Pricing Agreement(s) and the Service Agreement(s)
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“SOE(s)”	state-owned enterprise(s)
“Special Regulations”	the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》), promulgated by the State Council on August 4, 1994
“SSE”	the Shanghai Stock Exchange
“[REDACTED]”	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in Schedule 1 of the Companies Ordinance

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## DEFINITIONS

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“Supervisor(s)”	member(s) of Supervisory Committee
“Supervisory Committee”	supervisory committee of the Company
“Supplemental Agreement(s) to the Commercial Pricing Agreement(s)”	supplemental agreement(s) to the Commercial Pricing Agreement(s) entered into between the Company and each of China Mobile Company and China Unicom Corporation on January 31, 2018, and between the Company and China Telecom on February 1, 2018, which set out certain adjustments to the Commercial Pricing Agreement(s), as further described in “ <i>Connected Transactions</i> ”
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tower Asset Acquisitions”	the acquisitions of certain telecommunications towers and related assets from the Telecom Group Companies and their respective subsidiaries. See “ <i>History and Development</i> ”
“Telecom Group Companies”	the ultimate controlling shareholders of each of the Telecom Shareholders, namely CMCC, CUC and CTC
“Telecom Shareholders”	the three telecommunications service providers as our Shareholders, namely China Mobile Company, China Unicom Corporation and China Telecom
“Telecommunication Regulations”	Telecommunication Regulations of the People’s Republic of China (《中華人民共和國電信條例》) promulgated by the State Council on September 25, 2000, and amended from time to time
“Telecommunications tower infrastructure service provider”	service providers that engaged in the construction and operation of telecommunications tower infrastructure and provision of ancillary services
“Track Record Period”	the three years ended December 31, 2015, 2016 and 2017
“TSPs”	telecommunications service providers that engaged in fixed communications, wireless communications and Internet access services
“[REDACTED]”	[REDACTED]
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States

## **DEFINITIONS**

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“U.S. person”	a U.S. person, as defined of Rule 902 of Regulation S
“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value added tax
“[REDACTED]”	the [REDACTED] for use by the public who require(s) such Hong Kong [REDACTED] to be issued in the applicant’s own name
“[REDACTED]”	[REDACTED]
“%”	percent

In this document, the terms “associate,” “close associate,” “connected person,” “connected transaction,” “controlling shareholder,” and “substantial shareholder” have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

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## GLOSSARY OF TECHNICAL TERMS

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*This glossary of technical terms contains terms used in this document as they relate to our business. As such, these terms and their meanings may not always correspond to standard industrial meaning or usage of these terms.*

“2G”	the second generation wireless communications technology
“3G”	the third generation wireless communications technology
“4G”	the fourth generation wireless communications technology
“5G”	the fifth generation wireless communications technology
“AC/DC”	the alternating current power supplies and direct current power supplies
“acquired towers”	towers we acquired from the Telecom Group Companies and their subsidiaries
“anchor tenant”	tenant who is the original owner of an acquired site prior to being transferred to the Company or the first tenant of a self-built site
“ancillary equipment”	ancillary equipment necessary to the operation of the base station at a site, including power access, power distribution box, switch-mode power supply, batteries, air conditioner, smart FSU and other equipment
“antenna”	a device for radiating radio waves to or receiving radio waves from spaces
“base station”	a base transceiver station for performing and managing communications between a wireless communications network and users, which is a basic unit of a cell in the wireless communications network
“base price”	the basic price charged based on the cost and cost markup of the service
“big data”	a collection of data, the excessive volume or complexity of which are far beyond the capacity of databank softwares and devices in terms of access, storage, management and analysis
“centralized monitoring”	monitoring of the nationwide sites installed smart FSUs through our headquarter and provincial and municipal monitoring centers
“cost margin”	the rate of markup added to the cost included in the price

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**GLOSSARY OF TECHNICAL TERMS**

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“cost markup”	markup of a certain percentage, which is charged based on the costs of products or services
“co-location discount”	a discount offered by us on the price to each tenant when a site is occupied by two or more tenants
“DAS”	indoor distributed antenna system, which is a system comprising of facilities for reception, emission and transmission of wireless communications signal for covering buildings, tunnels or other specific areas
“DAS product”	the DAS related service we offer to the Big Three TSPs according to the Service Framework Agreements
“existing sharing party”	TSP tenants who shared tower sites with anchor tenants through co-location arranged by themselves before the given sites were acquired by us
“extra battery assurance service”	power assurance for certain duration beyond the standard power duration of batteries
“feeder”	a radio-frequency coaxial cable used for transmitting radio signal or energy
“GB”	gigabyte, a unit for computer storage
“general property”	property used for employee dormitory, warehouse or office
“ground tower”	a type of tower erected on the ground
“impairment rate”	the impairment rate for infrastructure
“integrated cabinet”	a cabinet integrating power system and thermostat, where batteries, telecommunications equipment and other ancillary equipment can be installed
“IoT” or “Internet of Things”	Transmission of messages, cooperation and processing between various objects through information sensors in accordance with appointed agreements so as to realize a network of communications between human and objects and between objects and objects
“macro cell”	high-powered wireless telecommunications base station, which can provide broader signal coverage
“maintenance monitoring platform”	the smart FSU-based information platform we set up to monitor the operating status of nationwide sites
“maintenance orders”	the orders of maintenance work

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## **GLOSSARY OF TECHNICAL TERMS**

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“network coverage”	achieving the uniformly distribution of wireless telecommunications signal transmission within certain geographic area
“optical fiber cables”	waveguide dielectric made from glass fiber for conducting optical signals
“outsourcing construction”	outsourcing construction according to the entrustments of the customers whereby the property rights of relevant facilities belong to the customers
“outsourcing maintenance”	engagement of third parties to conduct maintenance services such as the breakdown handling, routine inspection, emergency maintenance and other services of sites
“passive device”	an electric component which can perform its specific functions without connecting to an external source of power
“power access”	connection of utility electricity or other power distribution to a site for the supply of power
“power distribution box”	the control box used for controlling circuit switch and power distribution
“rooftop tower”	a type of tower on building rooftops
“sensor”	a device for measuring and outputting the measurement results in signal form
“shelter”	a concrete house or a house made with color coated steel plate used for storage of telecommunications equipment owned by customers and our ancillary equipment, unless the context suggests otherwise
“site”	a place available for hosting telecommunications equipment such as macro cells, DAS or small cells and other equipment for TSPs and other customers, together with the telecommunications tower infrastructure on such place
“site property”	property used for sites
“site acquisition”	the process of identifying locations for building a new site and for obtaining titles or use rights of properties and other necessary permissions for site constructions
“small cell”	low-powered wireless telecommunications base station operating in licensed or unlicensed spectrum

## **GLOSSARY OF TECHNICAL TERMS**

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“smart FSU”	smart field supervision unit, comprised of certain monitoring modules and other ancillary equipment, for collecting and processing the status data of the equipment and environment at a site
“standard construction cost”	the standardized construction costs we have determined for all types of telecommunications tower infrastructure with reference primarily to the industry construction standards, costs data and market price
“telecommunications tower infrastructure”	tower or DAS, shelter or cabinet, power supply and other ancillary equipment at a site which are necessary for hosting base station and provision of wireless telecommunications service
“tenancy ratio”	the aggregate number of tenants divided by the aggregate number of sites occupied by these tenants, unless the context suggests otherwise
“tenant”	a customer engaged with us in one of the following businesses at a site, namely macro cell, small cell, DAS and TSSAI
“tower” or “telecommunications tower”	a high-erected steel structure or a pole for hosting antennas or other equipment
“wireless communications”	conducting information exchange or telecommunications through wireless communications networks by both parties or at least one party

## **FORWARD-LOOKING STATEMENTS**

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This document includes forward-looking statements. All statements other than statements of historical facts contained in this document, including, without limitation, those regarding our future financial position, our strategies, plans, objectives, goals, targets and future developments in the markets where we participate or are seeking to participate, and any statements preceded by, followed by or that include the words “believe,” “expect,” “estimate,” “predict,” “aim,” “intend,” “will,” “may,” “plan,” “consider,” “anticipate,” “seek,” “should,” “could,” “would,” “continue,” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Important factors that could cause our actual performance or achievements to differ materially from those in the forward-looking statements include, among other things, the following:

- our ability to successfully implement our business plans and strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- our business prospects;
- our capital expenditure plans;
- our financial condition and performance;
- any changes in the laws, rules and regulations of the central and local governments in the PRC and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and our business plans;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the PRC and the industry and markets in which we operate; and
- global political and economic conditions, including those related to the PRC and other relevant jurisdictions in which we have or intend to have business operations.

Additional factors that could cause actual performance or achievements to differ materially include, but are not limited to, those discussed under “Risk Factors” and elsewhere in this document. We caution you not to place undue reliance on these forward-looking statements, which reflect our management’s view only as of the date of this document. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this document might not occur. All forward-looking statements contained in this document are qualified by reference to the cautionary statements set out in this section.



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## **RISK FACTORS**

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*An investment in the H Shares involves various risks. You should consider carefully all the information set out in this document and, in particular, the risks and uncertainties described below before making an investment in the H Shares.*

*As an investment in the H Shares is meant to produce returns over the long-term, you should not expect to obtain short-term gains. The price of the H Shares, and the income from them, may rise or fall and may not fully reflect the underlying net assets attributable to them. You may not get back your original investment and you may not receive any distributions.*

*The occurrence of any of the following events could materially and adversely affect our business, financial position, results of operations or prospects. If any of these events occurs, the [REDACTED] price of the H Shares could decline and you may lose all or part of your investment. You should seek professional advice from your relevant advisors regarding your prospective investment in the context of your particular circumstances.*

### **RISKS RELATING TO OUR BUSINESS AND INDUSTRY**

**If demand for telecommunications tower infrastructure services does not achieve anticipated growth or even decrease, our business and results of operations would be materially and adversely affected.**

We generated substantially all of our operating revenue from our telecommunications tower infrastructure services during the Track Record Period. We expect such services will continue to be our primary income source in the foreseeable future. As a result, the sustainable growth of our business and our success depend on the growth of the telecommunications tower infrastructure industry in general and the overall demand for telecommunications tower infrastructure services, which is affected by various factors, including:

- user demand for wireless communications;
- changes of technologies and their application;
- the ability and willingness of TSPs to maintain or increase capital expenditures on their wireless communications networks;
- the financial condition of TSPs;
- cost of constructing telecommunications tower infrastructure;
- network sharing or mergers or consolidations among TSPs;
- changes of laws, regulations and government policies that are related to the telecommunications industry and the telecommunications tower infrastructure industry;

## **RISK FACTORS**

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- zoning, environmental, health, tax or other rules and regulations or changes in the application and enforcement thereof; and
- the general economic and political conditions in China.

Some of these factors are beyond our control. We may not be able to renew existing tenant leases or enter into new tenant leases, or if we are able to renew existing leases or enter into new leases, they may be at rates lower than our current rates, resulting in a material adverse impact on our results of operations and growth rate.

We have historically benefited from the fast-growing telecommunications tower infrastructure industry. According to the F&S Report, the size of PRC telecommunications tower infrastructure industry in terms of revenue is expected to grow at a CAGR of 9.1% from RMB70.6 billion in 2017 to RMB109.1 billion in 2022. However, we cannot assure you that the PRC telecommunications tower infrastructure industry and our customer demand will achieve the expected growth. If the industry does not grow as fast as we anticipate or even shrinks, or our customer demand otherwise decreases, our business and results of operations could be materially and adversely affected.

### **Our business relies on a limited number of customers.**

Our business relies on a limited number of customers, and we generated substantially all of our operating revenue during the Track Record Period from the Big Three TSPs. In 2017, revenue from the Big Three TSPs accounted for 99.8% of our operating revenue. As of December 31, 2017, approximately 99.4% of our trade receivables were due from the Big Three TSPs. We have established long-term business relationships with the Big Three TSPs. We provide services to the Big Three TSPs mainly in accordance with the Service Framework Agreements. See “*Connected Transactions.*” Despite our long-term relationship, we have limited influence over our customers’ business operations and we cannot assure you we will be able to accurately forecast their actual demand. Their demand may fall short of our estimation due to, among others, change of budget, change of business model or strategy, update/change of technology or wireless communications systems, or change in the general economic conditions and urbanization development.

Due to the long-term nature of our services, we depend on the stability of our customers’ financial condition. If our customers are unable to raise adequate capital to fund their business plans, they may reduce their spending, which could adversely affect the demand for our sites and our services. If, as a result of economic downturns or for other reasons, one or more of our major customers experience financial difficulties, we may as a result suffer a loss of anticipated revenue or impairment of trade receivables, among other things, which could in turn materially and adversely affect our business, financial position and results of operations.

## **RISK FACTORS**

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Further, although the landscape of the PRC telecommunications industry is relatively stable, we cannot assure you that the Big Three TSPs will not be restructured, or that the landscape of the PRC telecommunications industry will not change, in which case our business and results of operations would be affected due to customer consolidation. Consolidation among our customers may cause early termination or failure to renew some existing leases or reducing our customers’ future capital expenditures in the aggregate because their existing networks and expansion plans may overlap or be very similar.

**Any difficulties in acquiring, constructing or maintaining sites may materially and adversely affect our business, financial position and results of operations.**

Our ability to select, acquire and maintain suitable sites is crucial to our success. We typically work with our customers’ engineers to select new sites that can best address the customers’ needs and meet their network coverage objectives. Once a new site is identified, we initiate the necessary procedures to acquire the ownership or the rights to use or lease the land or premises on which the site will be constructed. We cannot assure you that we will be successful in identifying and consummating suitable site acquisitions, or maintaining, effectively operating and utilizing our sites or that we will be able to obtain, in a timely fashion, the ownership or the rights to use or lease the land or premises. Our ability to acquire, construct and maintain sites is subject to the following factors, among other things:

- *National and local regulations, especially those related to zoning, urban planning, as well as environmental protection.* The government, through local land use planning, urban development planning and telecommunications tower infrastructure construction planning, regulates where our sites could be located. Existing or future regulatory policies may negatively impact the timing or cost of construction projects associated with our sites, or restrict projects from being located in certain locations. Non-compliance with these regulations could lead to imposition of fines and/or award of legal damages to litigants. In addition, changes to zoning regulations or construction laws could result in increased costs to modify some of our existing towers or decreased revenue due to the removal of certain towers to ensure compliance with such changes. For newly constructed sites, we may face difficulties in obtaining regulatory and administrative approval, which could result in delays or additional costs. We have historically benefited from the PRC government policies with regard to sites. However, we cannot assure you that the government policies will not change in a manner that negatively affects the favorable treatments we currently enjoy or limits our ability to acquire, construct and maintain sites.
- *Community sentiment.* Site acquisition and construction are affected by public and community sentiment over radiation exposure and other environmental aesthetic concerns. Residents in some communities may oppose to the construction of sites or addition of equipment in their communities due to concerns over potential radiation exposure and environmental issues, whether such concerns are scientifically based or not. Failure to obtain necessary public and community support can delay, prevent or increase the cost of new site construction, additions of new antennas to a site or site capacity expansion. This in turn could limit our ability to respond to our customers’ demands and materially and adversely affect our business.

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## RISK FACTORS

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- *Ability to use land and premises at reasonable costs.* Site acquisition and maintenance depend on our ability to acquire and maintain the ownership and/or the right to use underlying land and premises at commercially reasonable costs. In 2015, 2016 and 2017, our site operating lease charges were RMB1,856 million, RMB9,121 million and RMB11,336 million, respectively, accounting for 21.1%, 16.3% and 16.5% of our operating revenue for the respective periods. Landowners, lessors or local governments may decide to increase rent, transfer their interests to third parties with whom we have no dealings, or choose not to renew their leases with us or grant access to us, which could affect our ability to use land and premises at commercially reasonable expenses.

Failure to acquire and maintain our sites may cause us to find suitable alternatives, which may cause delays, additional costs, impairments on our assets and devotion of significant management time and resources without producing a positive result. Any difficulties in identifying and consummating site acquisitions, or failure to effectively maintain, operate and utilize our existing sites may materially and adversely affect our business, financial position and results of operations.

### **Our ability to obtain and maintain suitable pricing for our services is essential.**

Our pricing directly affects our business and results of operations. Due to the long-term nature of our services, we entered into a series of agreements with our customers, which specify the overall arrangements therewith, such as the scope and standard of our service, as well as pricing and settlement method. See “*Business — Pricing*” and “*Connected Transactions.*”

We consider cost, market condition and other factors when pricing our services. The pricing for our macro cell business is generally based on a standard construction cost, which is estimated in accordance with our past experience, market condition and the specific circumstances in a certain location and may vary from the actual costs. Generally, pursuant to the service agreements we entered into with our customers, our pricing mechanism factors in certain cost considerations, such as depreciation, ground lease charges and repairs and maintenance expenses. We amended certain pricing terms for our macro cell business in early 2018. See “*Business — Pricing — Pricing Adjustment in 2018.*” Our current pricing arrangements help generate steady streams of revenue and facilitate establishment of a stable long-term cooperative relationship with our customers. However, the prescribed pricing may limit the maximum premiums we can charge for our services and as a result, may have negative effects on our operating profit margin. In addition, if there is any increase in the costs that we cannot pass on to our customers, or that we charge our customers on a lump sum basis, such as labor costs and some administrative expenses, our profitability could suffer. Further, if the estimated standard construction cost is significantly lower than the actual cost, our operating profit margin and results of operations may be materially and adversely affected. For our small cell, DAS and TSSAI business, we also price our services in accordance with market condition, the specific circumstances, our past experience and our overall business strategy. However, our past experience in certain fields, especially with regard to our TSSAI business, is limited and our judgment and evaluation of the market may be inaccurate. We may renegotiate the pricing arrangements with our principal customers if circumstances so require. See “— *Risk Relating to the [REDACTED] — Our Telecom Shareholders are able to exercise significant influence over us.*” If we are unable to charge our customers at a desirable rate, our results of operations would be materially and adversely affected.

## **RISK FACTORS**

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**We face challenges in managing and consolidating our telecommunications tower infrastructure assets.**

Our primary assets and income sources are our telecommunications tower infrastructure asset (recorded as property, plant and equipment on our balance sheet), especially the towers acquired from the Telecom Group Companies and their respective subsidiaries in 2015. See “*History and Development.*” As of December 31, 2017, the book value of our property, plant and equipment (mainly comprising of towers, power generators and ancillary facilities) was RMB258,138 million, accounting for 80.0% of our total asset. Our telecommunications tower infrastructure is the primary asset from which we derive substantially all of our income. Therefore, our ability to effectively manage and utilize such asset portfolio is crucial to our success. Specifically, we may face challenges in consolidating our sites. Before our establishment, the TSPs constructed sites based on their own needs and network design without a comprehensive co-location arrangement. As a result, the TSPs might have constructed and operated sites in the same location or within close proximity due to overlapping or similar demands. Furthermore, we may modify our site distribution due to, among other things, urban-rural planning and zoning changes, urban redevelopment or TSPs’ adjustment to their own wireless communications network planning. We may need to dispose of some infrastructure assets to increase our productivity and efficiency, which could result in additional costs and losses. We intend to optimize our site distribution at a commercially reasonable cost while maintaining operation efficiency and minimizing the asset impairment loss. Failure to do so may materially and adversely affect our business, prospects, financial position and results of operations.

**Our business development may require relatively high level of capital expenditure and we may not be able to obtain financing therefor.**

Due to our business model and the nature of telecommunications tower infrastructure industry, our business development relies on relatively high level of capital expenditure. In 2015, 2016 and 2017, our capital expenditures were RMB229,070 million, RMB64,103 million and RMB43,836 million, respectively. Our expected capital expenditures for 2018 is approximately RMB34 billion. Our capital expenditures primarily comprise expenditures on the Tower Asset Acquisitions, construction and augmentation, replacement and improvement of our sites and ancillary facilities and it may further increase as a result of the maintenance and expansion of our operation scale and site distribution, and our strategy to develop our TSSAI business. Our planned capital expenditures may cause substantial cash outflows and increase our borrowing needs. In 2015, 2016 and 2017, we incurred finance costs of RMB747 million, RMB5,077 million and RMB5,283 million, respectively. Our ability to obtain external financing is subject to a variety of factors, including our financial position, results of operations, and the general condition of the global and domestic financial markets and changes in government monetary policy, interest rates, lending policies, and currency exchange rates. We cannot assure you that we will be able to raise the necessary capital to finance our planned capital expenditures on commercially favorable or acceptable terms, or at all. Inability to obtain additional financing or to generate sufficient cash from operations may require us to prioritize projects or curtail capital expenditures and could adversely affect our results of operations.

## **RISK FACTORS**

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### **We may face challenges in developing our small cell and DAS business.**

In 2015, 2016 and 2017, revenue derived from our small cell and DAS business was RMB45 million, RMB421 million and RMB1,541 million, respectively, accounting for 0.5%, 0.8% and 2.2% of our total operating revenue, respectively. Although during the Track Record Period our small cell and DAS business had not contributed a major portion of our revenue, we anticipate they will play an increasingly important role in our business operations. The small cell and DAS business operations have certain differences from those of our macro cell business.

Among other things, we mainly face challenges in the following aspects in developing our small cell and DAS businesses.

- *Customer demand.* Our current and potential small cell and DAS customers may decide to develop their own networks rather than outsource to service providers like us, which would lead to decreased customer demand. Pursuant to a series of guidance on promoting telecommunications infrastructure co-location, jointly promulgated by the SASAC and the MIIT (the “**Implementation Opinions**”), the Telecom Group Companies and their subsidiaries in principle will no longer construct their own telecommunications towers and DAS at key venues such as subways, high-speed railways, expressways and transportation hubs. However, we cannot assure you that favorable government policies will not change. In addition, currently there is no prohibition on our customers from constructing small cell and DAS sites in places not specified in the Implementation Opinions.
- *Site acquisition and maintenance.* In addition to acquiring or leasing the underlying land or premises, we may use other ways to acquire sites for our small cell and DAS business. For example, the premises owner may only ask for an one-time entrance fee or we may simply use the public right-of-way without additional expense as long as prior approvals have been obtained. We cannot assure you that we will be able to acquire and/or maintain the right to use suitable place or such right will not be otherwise interfered.
- *Talent and technology reserve.* We have relatively limited talents and technology reserve and experience in small cell and DAS operations as compared to the traditional macro cell operations. In addition, the implications of 5G wireless communications network deployment on small cell and DAS are still unclear. Therefore, we need adequate talent and technology reserve in order to succeed in developing our small cell and DAS business.

Failure to meet these challenges may frustrate our business strategies and negatively impact our business and prospects.

### **Our limited operating history may affect your ability to evaluate our business and prospects.**

We were established in July 2014 and only substantively commenced business operations after the Tower Asset Acquisitions in October 2015. See “*History and Development.*” Our financial information for 2015 reflects limited business operations, and may not present a meaningful full picture of our financial position and results of operations. See “*Financial Information — Our Financial Information in 2015.*” In 2015, 2016 and 2017, our total operating revenue was RMB8,802



## **RISK FACTORS**

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million, RMB55,997 million and RMB68,665 million, respectively. Substantially all of our revenue during the Track Record Period was derived from our telecommunications tower infrastructure services. Our historical results of operations may not be indicative of our future performance and our relatively short operating history may make it difficult for investors to assess our business and prospects.

**Any interference to our right to use the land or premises on which our sites are situated may negatively impact our business and results of operations.**

We may need to relocate or remove our existing sites, facilities and other assets due to failure to obtain title certificates of land and building, property leasing agreements, and/or other property or contractual right to the land or premises on which our sites are situated. See “*Business — Properties.*” From time to time we may also experience disputes or disagreements with landowners, lessors or local governments regarding the terms of the lease or the permitted use of certain premises, which can affect our ability to access and operate our sites. Further, landowners, lessors or local governments may choose not to renew leasing agreements with us or grant access to us. They may lose their rights to the land or premises or transfer their interests to third parties, or they may re-enter the land or premises, which could affect our ability to renew leasing agreements on commercially reasonable terms. Many of our sites are located on premises we lease pursuant to long-term leasing agreements. Any interference to our rights to use the land and premises on which our sites are situated may have negative effects on our business, financial position and results of operations.

**Natural disasters and other unforeseen incidents could materially and adversely affect our business.**

Our telecommunications tower infrastructure may be affected by natural disasters, such as earthquakes, mudflows, ice and wind storms, tornadoes, hurricanes and floods, as well as other unforeseen events, such as acts of war and terrorism. Any damage or destruction to, or due to other reasons inability to operate our telecommunications tower infrastructure would impact our ability to provide services to our customers, which may have a negative impact on our business and results of operations. In addition, natural disasters, acts of war, terrorist attacks, political tensions or conflicts and other events, many of which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial position and results of operations.

**If we fail to maintain an effective quality monitoring and control system, our reputation and business may be materially and adversely affected.**

The performance, quality and reliability of our services are critical to our customers and our reputation. We place great importance on our service quality control system, especially those related to site construction, site maintenance and site monitoring. For site construction, we primarily control the quality through standardizing our construction procedures and specifications, as well as site acceptance guidance. For site maintenance, we primarily control quality by implementing our standardized maintenance policies and procedures and carefully selecting suppliers. For site

## **RISK FACTORS**

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monitoring, we have built maintenance monitoring platform and installed power and environment monitoring devices, namely smart FSUs, to monitor camera, access control, as well as humidity, temperature, smoke and infrared sensors on our sites in operation to dynamically monitor our sites on a real-time basis. See “*Business.*”

The effectiveness of our quality control system is affected by various factors, including the design and implementation of quality standards and operation of site monitoring system, our training programs and mechanism to ensure our employees’ compliance with our quality control protocols and guidelines, and our ability to monitor and manage our suppliers. We cannot assure you these quality control systems are sufficient and adequate or they will not malfunction, or our internal procedures are sufficient or will be followed through by our employees and suppliers. Any deviation from our quality control protocols by our employees, any non-compliance by third parties such as suppliers, any tampering, damage or destruction of our sites and ancillary facilities, any malfunction and inadequacy of our site monitoring system and other actual or perceived quality control concerns relating to our services may result in damage to customer experience which could in turn adversely affect our reputation and business.

### **Any unplanned disruption or degradation of our services could harm our reputation and business.**

Our reputation is partially dependent on providing our customers with reliable telecommunications tower infrastructure services. Our customers rely on our services to operate their businesses. Consequently, any disruption, or substantial and extensive degradation, of our services could have a material impact on our customers’ businesses.

Our services could be disrupted by numerous events, including natural disasters, disruption of telecommunications networks, failure or refusal of the third-party service providers to provide the necessary support, failure of our monitoring system or power outages. We may also experience disruptions caused by computer viruses, unauthorized hacking of our systems, security breaches or other cyberattacks. Specifically, our services depend on the availability of a stable supply of electricity and other utilities. We have installed on our sites back-up power supply systems such as batteries and solar panels. In the event of power outage, our back-up power supply systems generally are able to keep our sites in operations for approximately three additional hours. We cannot assure you such back-up systems will be adequate and effective to provide our sites with a stable supply of electricity in the event of a power outage or there will be no unplanned disruption or degradation of our services due to other reasons.

While we have not experienced any material interruptions in the past, service interruptions continue to be a significant risk for us and could materially impact our business. Any future service interruptions could, among other things:

- require us to reduce or waive maintenance or service fees for the month;
- require us to pay a certain amount of penalties, depending on the magnitude of the disruption;



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## **RISK FACTORS**

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- cause our customers to seek damages for losses incurred;
- require us to replace existing equipment or add redundant facilities;
- cause existing customers to cancel or decide not to renew their contracts;
- affect our reputation as a reliable provider of telecommunications tower infrastructure services; or
- make it difficult for us to attract new customers or cause us to lose market share.

Any widespread or prolonged interruption or substantial and extensive degradation in the functioning of our services for any reason could increase our expenses, undermine customers' confidence in our services, which would harm our reputation and business.

**We may not be able to maintain our leading position or compete effectively in the PRC telecommunications tower infrastructure industry.**

Currently we are the largest telecommunications tower infrastructure services provider in China. According to the F&S Report, our market share in the PRC telecommunications tower infrastructure industry in 2017 is 97.3% in terms of revenue. Although our macro cell business does not currently face material competition in China, we face challenges associated with developing and expanding our small cell and DAS business. Our ability to maintain our leading position depends on various factors and some of which are beyond our control, such as changes in PRC laws and policies, changes in customers' business models, upgrades and innovations in telecom-related technologies, and the availability and pricing of alternative services from competitors. We cannot assure you that we will maintain the leading position in the PRC telecommunications tower infrastructure industry.

In addition, as part of our strategic plan, we intend to further develop our TSSAI business, and we may not be able to compete effectively in such area. See “— *We may not be able to successfully implement our business strategies.*” The existing or potential players in the markets we intend to enter may have greater financial, technical, marketing and distribution resources, broader products and services offering, better access to customer bases, greater brand recognition, longer operating histories or more established strategic relationships than we do. These companies might be able to adapt more quickly to market changes, technological development or customer demand, or respond more quickly to market opportunities. Failure to anticipate the market trend and successfully meet these challenges would materially and adversely affect our business, prospects, financial position and results of operations.

**Our sites and facilities may be damaged or destructed.**

If any of our sites and facilities has design, construction or other latent property or mechanical defects, we may need to conduct necessary repairs, maintenance or replacements to rectify these defects. Wear and tear of our sites and facilities, larceny or tampering by third parties, adverse weather conditions and natural disasters could also result in defects that require repairs or replacement. Such defects, and the repair, maintenance or replacement works carried out to rectify them could increase

## **RISK FACTORS**

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our costs. In addition, our sites are geographically dispersed, which poses great challenges to our maintenance work and we may not be able to detect and address potential damage and destruction on a timely basis. We rely on third-party service providers to conduct site maintenance. Damage or destruction of our sites and facilities may influence the quality of our services and incur additional costs, which would materially and adversely affect our business and results of operations.

### **Failure or delay in collecting trade receivables from our customers could affect our financial condition.**

We extend credit to a number of our customers based on factors such as their category, business type and value of their contracts. Our claims for payment expose us to credit risks of our customers in the event of their insolvency or bankruptcy. Our trade receivables as of December 31, 2016 and 2017 were RMB10,852 million and RMB10,926 million, respectively. In 2016 and 2017, our trade receivables turnover days were 66 and 58, respectively. Moreover, as we generate substantially all of our operating revenue from the Big Three TSPs, we may be exposed to concentration risks with respect to our trade receivables. As of December 31, 2017, trade receivables from the Big Three TSPs collectively accounted for 99.4% of our total trade receivables. We perform ongoing credit evaluations of our customers' credibility based on our past dealings. However, we cannot assure you that such evaluations are sufficient and adequate or our customers will not defer or default on payment. Delay in settling receivables by our customers may affect our cash flows and increase our working capital needs. If a customer defaults on its payments under a contract to which we have devoted significant resources, it could also affect our liquidity and limit the capital resources available to us for other purposes. We may seek compensation for losses that we incurred, but the settlement process generally takes significant time as well as financial and other resources, and the outcome may not be favorable to us.

### **We rely on third-party service providers in site construction, maintenance and other services.**

We rely on third parties to provide services such as site construction, site maintenance, supervision and design. For instance, we rely on service providers to conduct site maintenance. In 2015, 2016 and 2017, our repairs and maintenance expenses were RMB1,387 million, RMB5,750 million and RMB6,156 million, respectively, representing 10.7%, 11.3% and 10.1% of our operating expenses for the respective periods. Although we enter into service agreements with and provide protocols and guidelines to our service providers and other suppliers, we cannot assure you that they will strictly comply with such agreements, protocols and guidelines. Their services may not meet our quality standard or fall within our budget.

In addition, our sites and ancillary facilities constructed by third-party service providers may not be delivered to us on time or within budget, which in turn would result in late delivery to our customers and increase in costs. Several factors may lead to construction delays or cost overruns, including:

- failure to obtain relevant regulatory approvals, licenses, or permits from government agencies as scheduled;

## **RISK FACTORS**

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- suspension of the construction of certain outdoor projects due to weather condition, orders from regulatory agencies or negative community sentiment;
- delivery delays caused by shortages of key equipment, materials or labor;
- quality issues with equipment;
- unexpected engineering, design, environmental or geological problems; and
- planning, design and specification errors.

Some of these factors are beyond our control and we cannot assure you that our construction projects can be completed on time and within budget. Any failure or delay during a construction project could result in, among other things, increased costs and expenses, delay or a reduction in payment from our customers to us, and/or potential contractual liabilities. Furthermore, our results of operations would suffer due to cost overruns to the extent we cannot pass on the additional costs to our customers. In either case, our business, financial position and results of operations would be materially and adversely affected.

**Our business operations may be affected by the performance of certain telecommunications networks.**

We primarily rely on a limited number of TSPs to provide communications services through local telecommunications lines, base stations and Internet data centers. We also use Internet data centers to host our servers. As a result, we have limited access to alternative networks or services in the event of disruptions, failures or other problems with the telecommunications networks provided by the TSPs. If our ability to provide services is restricted due to TSPs’ system disruption or other reasons, our service quality would be affected. We cannot assure you that the telecommunications networks we rely on will be able to support the demand associated with our continued data traffic growth. In addition, we have limited control over the costs of the services provided by TSPs. If the prices we pay for telecommunications services rise significantly, our results of operations may be negatively affected.

**If we fail to implement our risk management and internal control policies and procedures effectively, our business and prospects may be materially and adversely affected.**

We have continuously enhanced our risk management ability and internal controls since our establishment. See “*Business — Risk Management and Internal Control.*” However, we cannot assure you that our risk management and internal control policies and procedures will adequately control or protect us against all risks. Some of these risks are unforeseeable or unidentifiable and may be more severe than what we have anticipated. Our risk management capabilities and ability to effectively monitor legal compliance and other risks are restricted by the information, tools, models and technologies available to us. In addition, given the limited history of some aspects of our risk management and internal control policies and procedures, we may need additional time to implement these policies and procedures in order to fully assess their impact and adequacy and evaluate our compliance with them. Moreover, our employees may need time to adjust to these policies and

## **RISK FACTORS**

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procedures and we cannot assure you that our employees will be able to consistently comply with or correctly apply them. If we fail to implement our risk management and internal control policies, procedures and systems effectively, or if the intended results of such policies, procedures and systems are not achieved in a timely manner, our reputation, business, financial position, results of operations may be materially and adversely affected.

### **We may not be able to successfully implement our business strategies.**

To successfully execute our business strategies, we will be required to commit a substantial amount of managerial, operating and financing resources. We may not be able to successfully execute our business initiatives due to changes or miscalculation of market and macro-economic conditions, failure to overcome technical hurdles, failure to obtain financing and requisite permits or licenses for new services, misunderstandings about market demand or lack of experience. Failure in implementation and execution of our business strategy and expansion plan could materially and adversely affect our business and prospects.

We intend to further develop our TSSAI business so as to better utilize our assets and resources and capitalize on our existing competitive advantages. However, our venture into new markets and provision of new services and products may not be successful. New markets may have different regulatory requirements, competitive conditions, customer needs and preferences. The existing players in the new markets may have better understanding and insights of market trend, access to resources and customer base than we do. Customers in new markets are likely unfamiliar with our brand and services and we may need to build or increase brand recognition by increasing investments in marketing and promotional activities which might exceed our original plans. As a result, services we introduce in new markets may cost more and/or take longer to reach expected sales and profit levels than those in our existing markets. Furthermore, the process of developing and introducing new services and solutions is inherently complex and involves significant uncertainties. If we fail to introduce new services or products that meet our customers’ evolving needs or otherwise fail to anticipate or adapt to changes in evolving industry standards and technologies, we may not be able to compete effectively in the new market.

### **Some technological innovations could render our telecommunications tower infrastructure less competitive or even obsolete and/or result in changes in our customers’ business model or strategy, which may materially and adversely affect our business and results of operations.**

Technological innovation is one of the main drivers of the telecommunications industry which demands us to continuously improve our technologies and services. Technological changes related to telecommunications will materially affect our business, especially those (i) affecting the number or types of telecommunications tower infrastructure needed to provide connectivity to a given geographic area, or which may otherwise serve as substitute or alternative to our infrastructure, and (ii) resulting in the obsolescence, potential decommissioning or conversion of certain existing wireless communications networks. Improvements in the efficiency, architecture, and design of telecommunications networks and improvements in the efficiency, coverage, and power of base station equipment may reduce the demand for our sites, such as signal combining technologies or network functions virtualization. In addition, we may incur substantial capital expenditures to adapt to these innovations. If a new generation of wireless communications technology standards emerges, under

## **RISK FACTORS**

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which the existing telecommunications network equipment is not suitable for our existing sites, we may have to redesign and construct new varieties of telecommunications infrastructure, which may cause us to incur excessive capital expenditures and materially affect our operating results and the value of our sites. Furthermore, the 5G wireless communications technology standards may apply certain high frequency bands with less transmission distance. Under such circumstances, our TSP customers may need substantial amount of high-density small cells to deploy their 5G networks. As a result, our sites, revenue mix, operating profit margin and results of operations may be materially and adversely affected.

Our business is influenced by the amount, timing, and mix of our customers’ network design and investment. New technologies may also result in changes in customers’ business model or strategy that would consequently reduce their need for our services, decrease demand for site or lead to price reduction. Examples of these technologies include spectrum efficiency technologies, which could relieve a portion of our customers’ network capacity needs and, as a result, could reduce the demand for antenna and site space. Additionally, certain small cell complementary network technologies could shift a portion of our customers’ network investments away from the traditional macro-cell-based networks, which may reduce the need for TSPs to add more equipment at certain sites. Moreover, the emergence of alternative technologies could reduce the need for macro cell.

We rely on our R&D efforts to anticipate industry trends and compete effectively. We have invested and will continue to invest resources in our R&D activities. However, we cannot assure you our R&D capabilities are adequate and sufficient. Our R&D objectives may not be accomplished within the timetable and our investment in such R&D activities may not fully deliver the expected return or at all. The costs of such R&D activities may not be fully or partially recovered, and the results of such efforts may not be amenable to commercialization and deliver the expected financial returns. If we are unable to accurately anticipate the trend of the technological developments, respond quickly to changing customer demands, timely introduce our new services or continue to develop our proprietary technologies and know-how to maintain or enhance our competitive advantage, our business, prospects, financial position and results of operations will be materially and adversely affected.

**Our leverage, debt obligations and financing environment may have negative impacts on our ability to raise additional capital to fund our capital expenditures, future growth and expansion initiatives.**

From time to time we incur debt obligations to finance our working capital and capital expenditures. Our leverage and debt obligations may have material effects on our business, financial position and results of operations, including:

- requiring the dedication of a substantial portion of our cash flows from operations to service our debt, thereby reducing the amount of our cash flows available for other purposes, including capital expenditures and dividends;
- impairing our ability to generate cash sufficient to pay interest or principal due under those financing agreements, which could result in an acceleration of some or all of our outstanding debt and the loss of our assets securing such debt if a default remains uncured;

## **RISK FACTORS**

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- limiting our ability to obtain additional debt or equity financing, thereby placing us at a possible competitive disadvantage to less leveraged competitors and competitors that may have better access to capital resources, including with respect to acquisition activities; and
- limiting our flexibility in planning for, or reacting to, changes in our business and the markets in which we compete.

In addition, restrictive covenants, if any, in the agreements related to our credit facilities and our debt securities may materially and adversely affect our business by limiting flexibility, and we may be prohibited from declaring or paying dividends.

We may need to raise additional capital through debt financing activities, asset sales or equity issuances to fund our capital expenditures, future growth and expansion initiatives and to satisfy our dividend distribution requirements and debt service obligations when the market condition is not favorable. An increase in our total leverage may lead to a downgrade of ratings of our notes, which could negatively impact our ability to access credit markets. Additional financing, therefore, may be unavailable, more expensive or restricted by the terms of our outstanding indebtedness.

### **Our insurance coverage may not adequately cover the risks related to our business and operations.**

The applicable PRC laws and regulations do not require telecommunications tower infrastructure service providers to maintain insurance for the infrastructure they operate. In accordance with relevant PRC laws and regulations, we maintain social security insurance for our employees. In addition, we purchase personal accident insurance for our employees. We do not maintain any business interruption insurance nor property insurance for our assets. See “*Business — Insurance.*” We cannot assure you that our insurance coverage is sufficient to cover all our potential losses. In line with what we believe to be industry practice, we have elected not to insure against certain other risks as a result of high premiums or other reasons or have agreed to policy limits on certain coverage. Furthermore, because insurance companies in China generally do not offer as extensive an array of insurance products as insurance companies in more developed economies, some of the risks we are exposed to are not insurable. We cannot assure you that we will be able to maintain our current insurance coverage at commercially reasonable premiums, or at all, or that any coverage we obtain will be adequate and available to cover the extent of any claims against us. If we suffer a significant liability for which we are not insured or our insurance coverage is inadequate, our business, financial position and results of operations could be materially and adversely affected.



## **RISK FACTORS**

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**We may be subject to information technology system breaches, hacking, failures, or disruptions that could harm our business, financial position and results of operations.**

We rely on information technology systems to operate and manage our business and to process, maintain, and safeguard information, including information belonging to us, our customers and employees. Our computer systems may fail of their own accord and are subject to interruption or damage from power outages, human error or abuse, new system installations, computer viruses, security breaches (including through cyber-attack and data theft), catastrophic events such as natural disasters and other events beyond our control (such as acts of war or terrorism). Moreover, hacking and data theft techniques are continuously evolving, and our anti-virus systems and security measures may not be able to adjust to these changes in a timely manner. Although we are continuously working to maintain secure and reliable systems, we cannot assure you our efforts will be effective and adequate. If our information technology systems and our backup systems are compromised, degraded, damaged, or breached, or otherwise cease to function properly, we could suffer interruptions in our operations or unintentionally allow misappropriation of proprietary or confidential information (including information about our customers), which could damage our reputation and result in significant expenses and legal claims. Information technology system breaches or failures of the systems of our partners and customers may also result in similar adverse consequences. Any of these events could materially and adversely affect our reputation, business, financial position and results of operations.

**Our business depends on the continuing efforts of our key management and technical personnel, and it may be severely disrupted if we lose their services.**

Our smooth operations and future growth depend, to a significant extent, on our ability to attract, train and retain qualified executive officers, engineers and technicians, particularly those with expertise in the telecommunications industry and relationships with our major customers. None of our officers or key employees is bound by an employment agreement for any specific term. Members of our senior management team have left over the years for a variety of reasons such as retirement, personal choices or even under the directive of government or administrative order. We cannot assure you that there will not be additional departures, which may be disruptive to our operations and detrimental to our outlook. We do not have “key person” insurance policies covering any of our officers or other key employees, and we therefore have no way of mitigating our financial loss were to lose their services. There is increasing competition for qualified personnel and we cannot assure you that we will be able to attract or retain qualified personnel on reasonable terms or at all. If one or more of our key executive officers, engineers or technicians are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all. The loss of the services of any of our key management members or employees could disrupt our operations, delay or obstruct the development and introduction of our services and solutions, negatively impact our service capacities and incur additional recruiting expenses, thereby materially and adversely affect our business, financial position and results of operations.

## **RISK FACTORS**

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### **We may face risks associated with our overseas expansion efforts.**

We may consider to expand our business operations overseas as part of our strategic plan in the future. In particular, we intend to capture the opportunities brought by the “Belt and Road Initiative” and expand our telecommunications tower infrastructure business overseas. Expansion will require us to make relatively large expenditures, such as constructing in the local area or hiring of local employees before generating income. We may fail to achieve profitable operations that will compensate our investment. International operations are subject to significant additional risks not generally faced in our domestic operations, including risks relating to legal systems that may not adequately protect contract and intellectual property rights, policies and taxation, the physical infrastructure of the target country, as well as risks relating to potential political turmoil and currency exchange controls. In addition, international operations and expansion are subject to geopolitical risks. We cannot assure you that these risks associated with overseas expansion will not materially and adversely affect our business or strategic plans.

### **RISKS RELATING TO LEGAL, COMPLIANCE AND REGULATORY MATTERS**

#### **Changes in laws and regulations, and PRC national or local policies, especially those related to telecommunications industry, may materially and adversely affect our business, financial position and results of operations.**

Our business and that of our customers are subject to PRC national, local and other applicable jurisdiction regulations. Existing regulatory policies may negatively affect the timing or cost of our site construction projects and new regulations may be adopted that increase delays, result in additional costs, or prevent such projects in certain locations. Non-compliance could result in the imposition of fines or an award of damages to private litigants. There may be changes to local zoning regulations or construction laws based on site location, which may result in additional costs to modify certain of our existing sites and facilities or decreased revenue due to the removal of certain sites to ensure compliance with such changes.

Currently we are the largest telecommunications tower infrastructure service provider in China. According to the F&S Report, our market share in the PRC telecommunications tower infrastructure industry in 2017 is 97.3% in terms of revenue. Pursuant to a series of guidance on promoting telecommunications infrastructure co-location, jointly promulgated by the SASAC and the MIIT, the Telecom Group Companies and their subsidiaries in principle will no longer construct their own telecommunications towers and DAS at key venues such as subways, high-speed railways, expressways and transportation hubs. In addition, our business is also influenced by the government policies affecting the industry of our customers, especially the telecommunications industry. For example, the PRC government requires the Big Three TSPs to take measures to upgrade wireless network speed and reduce tariff, which may affect our customers’ demand for our services. If the government policies change in a manner that affects the competitive landscape of the PRC telecommunications tower infrastructure industry and our customers’ demand, or limits our ability to acquire, construct and maintain sites, our business and results of operations would be materially and adversely affected.



## **RISK FACTORS**

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**Any failure to comply with applicable laws and regulations may materially and adversely affect our business, financial position and results of operations.**

Our operations are subject to the applicable laws and regulations promulgated by the PRC government and other relevant jurisdictions. Any non-compliance with these laws and regulations may expose us to penalties, fines, business suspensions or other actions. For example, we are subject to the PRC environment protection laws and regulations that have become more stringent over time. Changes in those laws and regulations may cause us to incur additional compliance costs. Any failure, or perceived failure, by us to comply with environment-related laws, government regulations or directives, or industry self-regulatory principles could result in damage to our reputation or proceedings or actions against us by governmental entities or others, which could potentially have an adverse effect on our business. The identification of presently unidentified environmental conditions, more vigorous enforcement of current environmental, health and safety requirements by regulatory agencies, the enactment of more stringent laws and regulations, or other unanticipated events could restrict our ability to use or expand our sites and other facilities, require us to install additional environment monitoring and control equipment, or require us to modify or remove our sites or modify our construction and installation processes, as a result of which our business, financial position and results of operations could be materially and adversely affected.

**We need licenses and permits to conduct our business.**

We need licenses and permits issued by competent government agencies for our business operations. See “*Business — Permits and Licenses.*” As of the Latest Practicable Date, we had acquired and maintained all licenses and permits that are material for our business operations. As we expand our service offering, it is possible that some regulatory agencies, in the future, may deem our operations to have exceeded the terms of our existing licenses. We may need to apply for new types of licenses and permits from relevant government agencies to execute our business expansion strategies. Further, we cannot assure you that we will be able to successfully renew our licenses upon expiration, or obtain other appropriate licenses necessary for us to carry out our business or that granted licenses will continue to cover all aspects of our operations upon its renewal. In addition, new laws, regulations or government interpretations may also be promulgated from time to time to regulate our businesses or any of our related technology or services, which may require us to obtain additional operating licenses or permits. Any of these factors could result in our disqualification from carrying out our business, causing significant disruption to our operations, which may materially and adversely affect our business and results of operations. If we fail to acquire, obtain or maintain applicable licenses or permits, or are deemed by relevant governmental authorities to be operating outside the terms of our existing licenses or permits, our business would be materially and adversely affected.

**We may not be able to detect and prevent bribery or other misconduct committed by our employees or third parties.**

We may be exposed to fraud, bribery or other misconduct committed by our employees, suppliers, agents, customers or other third parties that could subject us to financial losses and regulatory penalties and adversely affect our reputation. Our internal control procedures are designed to monitor our operations and ensure overall compliance. See “*Business — Legal proceedings and compliance.*” However, our internal control procedures may be unable to identify all non-compliance

## **RISK FACTORS**

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incidents or suspicious activities in a timely manner or at all. Bribery, including acceptance of kickbacks, bribes or other illegal benefits or gains by our employees or third parties, such as our agents or suppliers, in our ordinary course of business may be difficult to detect and the precautions we take to prevent and detect such activities may not be effective. Our failure to detect and prevent bribery and other misconduct may have a material adverse effect on our business and reputation.

**If our preferential tax treatments become unavailable or if the calculation of our tax liability is successfully challenged by the PRC tax authorities, our results of operations would be materially and adversely affected.**

During the Track Record Period, we enjoyed preferential tax treatment under applicable tax incentive programs. We cannot assure you that we will continue to enjoy similar preferential tax treatment in the future. The PRC Enterprise Income Tax (“EIT”) Law and its implementation rules have adopted a flat statutory EIT rate of 25% to all enterprises in China (if not entitled to any preferential tax treatment). Some of our branches also received tax benefits under state tax incentive programs. For example, some of our branches are taxed at a preferential rate of 15%. If we cease to be entitled to some tax incentive programs, our income tax expenses may increase, which would adversely affect our results of operations.

In the ordinary course of our business, we are subject to complex income tax and other taxation regulations and judgment is required in the determination of a provision for income taxes. We recorded tax payables of RMB223 million on our balance sheet as of December 31, 2017 to reflect the management’s estimate of our potential income tax liability. Although we believe our income tax provisions are reasonable, if the PRC tax authorities successfully challenge our positions and we are required to pay tax liabilities in excess of our income tax provisions, our results of operations and financial position would be materially and adversely affected.

**We may be involved in legal and other proceedings arising out of our operations from time to time and may face significant liabilities as a result.**

We may be involved in a number of legal proceedings, including leasehold disputes, labor dispute, tort and other litigations, which arise from time to time in our ordinary course of business. In addition, we may also be subject to administrative proceedings for our failure to comply with regulatory requirements. See “*Business — Legal Proceedings and Compliance.*” We may be involved in disputes with various parties arising outside our operations. Disputes and administrative penalties may lead to protests, legal or other proceedings, and may result in disruption of our business plan, damage to our reputation, additional costs and diversion of our resources and management’s attention.

We cannot assure you that we will not be involved in any major disputes or legal or other proceedings in the future. In addition, from time to time, our officers and management may be involved in litigation or other legal proceedings, even though our Company may not be directly involved in such proceedings, such proceedings may affect our reputation and, consequently, adversely impact our business.

## **RISK FACTORS**

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**We may be subject to liability in connection with industrial accidents at our facilities.**

Due to the nature of our business operations, we are subject to the risks of potential liability associated with industrial accidents at our facilities or incurred by any reason attributable to us or our third-party service providers. Risks associated with our construction activities include work-related injuries, which may result in personal injuries or fatalities, and damage to property and equipment. Accidents related to any of these activities may result in personal injury claims, cessation of business, or civil or criminal penalties. We cannot assure you that industrial accidents, whether due to malfunctions of equipment or other reasons, will not occur in the future at our sites and facilities. Under such circumstances, we may be subject to claims from third parties for compensation or penalties imposed by competent government authorities. In addition, we may experience interruptions in our constructions or be required to change the approaches thereof as a result of governmental investigations or the implementation of safety measures due to accidents. Any of the foregoing events could negatively affect our business, financial position and results of operations.

**Some of our Shareholders or their affiliates are listed on exchanges in multiple jurisdictions thereby subject to regulations and supervision from multiple regulatory agencies. Any regulatory non-compliance matter, investigation or negative publicity involving our Shareholders or any adverse action against them may subject us to risk exposures.**

Some of our Shareholders and their affiliates are listed on exchanges in multiple jurisdictions, including the US, the PRC and Hong Kong. In particular, China Mobile Limited (the parent of China Mobile Communication Company Limited), China Unicom (Hong Kong) Limited (the parent of China United Network Communications Corporation Limited) and China Telecom Corporation Limited are each dual-listed on the NYSE and Hong Kong Stock Exchange. Each of which is referred to as a “**US-Listed Shareholder**” or “**HK-Listed Shareholder**” as the case may be. In addition, China United Network Communications Limited is listed on the SSE (together with the HK-Listed Shareholders and US-Listed Shareholders, the “**Listed Shareholders**”). As such, our Listed Shareholders are subject to regulations and supervision from multiple regulatory agencies in different jurisdictions and must comply with various applicable rules promulgated by the exchanges on which they are listed, such as the Listing Rules, NYSE’s Listed Company Manual and Rules Governing the Listing of Stocks on Shanghai Stock Exchange. These rules and regulations impose certain reporting obligations relating to our Listed Shareholders’ respective interest in us and transactions and business relationships with us. Such on-going compliance obligations, particularly the matters and transactions in relation to us, may impose on us greater administrative burdens and costs. Further, the information related to us issued by our Listed Shareholders may be based on the business judgment of their management, different regulatory requirements of the different authorities, different market practices in various markets that might be different from those applicable to the [REDACTED]. Such information does not and will not form a part of this document. As a result, prospective investors in our H Shares are reminded that, in making their investment decisions as to whether to purchase our H Shares, they should rely only on the financial, operating and other information included in this document and the [REDACTED]. In addition, any non-compliance of, investigation on, negative report about or adverse action against our Listed Shareholders, whether or not such incident or action implicates us, may subject us to risk exposures and have a material adverse effect on our reputation, business, financial position and results of operations.

## **RISK FACTORS**

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**We may not be able to adequately protect our intellectual property rights and we may be exposed to intellectual property infringement or misappropriation claims.**

We rely primarily on a combination of patent, trademark, copyright and trade secret protections, as well as confidentiality agreements, to safeguard our intellectual property rights. With respect to proprietary know-how that is not patentable and production processes for which patents are difficult to enforce, we rely on trade secret protections, confidentiality agreements and other measures to safeguard our interests. However, the steps taken by us to protect such proprietary information may not be sufficiently adequate to prevent misappropriation of our technology because:

- individuals may not be deterred from misappropriating our technologies despite the existence of laws or contracts prohibiting misappropriation;
- policing unauthorized use of our intellectual property may be difficult, expensive and time-consuming, and we may be unable to determine the extent of any unauthorized use; and
- PRC legal regime may not protect intellectual property rights to the same extent or level as in developed countries.

We cannot assure you that infringement of our intellectual property rights by other parties does not exist now or that it will not occur in the future.

In addition, our success partially depends on our ability to use and develop our technology and know-how without infringing the intellectual property rights of third parties. We may inadvertently employ third-party intellectual property in our business operations. Third parties may claim that we are infringing or contributing to the infringement of their intellectual property rights, whether such claims are valid or not. In addition, because patent applications in many jurisdictions are kept confidential for an extended period before they are published, we may be unaware of pending patent applications by other parties that relate to our technologies, solutions or processes.

The validity and scope of claims relating to patents involve complex scientific, legal and factual questions and analysis and, therefore, may be highly uncertain. The prosecution and defense of intellectual property suits, patent opposition proceedings and related legal and administrative proceedings can be both costly and time consuming and may significantly divert the efforts and resources of our technical and management personnel. An adverse determination in any such litigation or proceedings to which we may become a party could subject us to significant liability to third parties, require us to seek licenses from third parties, to pay ongoing royalties, or to redesign our site distribution and system or subject us to injunctions prohibiting the use of our technologies. The occurrence of any of the foregoing may have a material adverse effect on our business, financial position, and results of operations.

## **RISK FACTORS**

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**Failure to obtain or maintain the right to use the IP rights of third parties that are necessary to operate our business, or to protect their IP may adversely affect our business.**

From time to time, we may choose to or be required to license technology or intellectual property from third parties in connection with business operations. We cannot assure you that third-party licenses will be available to us on commercially reasonable terms, or at all. Generally a granted license entails payments of up-front fees, ongoing royalties or both. These payments or other terms could have adverse impacts on our results of operations. Our inability to obtain a necessary third-party license may require us to replace with technology of lower quality or performance standards, or of greater cost, either of which could adversely affect our business. We may also be subject to litigation to defend against infringement claims if we are not able to obtain necessary licenses from third parties.

### **RISKS RELATING TO CONDUCTING BUSINESS IN THE PRC**

**Changes in economic, political and social conditions and government policies in the PRC could have a material adverse effect on our business, prospects, financial position and results of operations.**

All of our business operations and assets are located in the PRC and during the Track Record Period all of our revenue was derived from our business in the PRC. As a result, our business, prospects, financial position and results of operations are subject to political, economic, legal and regulatory regime and other factors specific to the PRC. The PRC economy differs from the economies of developed countries in many respects, including the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. The PRC government also exercises significant control over PRC economic growth through allocation of resources, restrictions on payment of foreign currency-denominated obligations, monetary policy making and provision of preferential treatment to particular industries or companies. The PRC government continues to play a significant role in regulating the telecommunications industry.

While the PRC economy has experienced significant growth over the past decade, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may also have a negative effect on us. The PRC government has in the past implemented certain measures, including interest rate changes, in an attempt to manage the economic growth rate. Furthermore, the PRC economy relies significantly on exports and is accordingly closely tied to, and is affected by developments in, the global economy. Liquidity and credit concerns and volatility in the global financial markets in recent years and persistent concerns regarding a potentially long-term and widespread recession have contributed to reduced customer confidence and diminished expectations for economic growth around the world.

Since all of our revenue was derived in the PRC, any prolonged slowdown in the PRC economy or downturn affecting the global economy could materially and adversely affect our business, prospects, financial position and results of operations.

## **RISK FACTORS**

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### **Uncertainties with respect to the PRC legal system could have a material adverse effect on us.**

As a PRC-incorporated company with all business operations located in China, our operations are governed by PRC laws and regulations. The PRC legal system is based on statutory law. Prior court decisions may be cited for reference, but have limited precedential value. The prevalent PRC laws and regulations may not sufficiently cover all aspects of economic activities in China. As some of these laws and regulations are relatively new, and because of the limited volume of published court decisions and their non-binding nature, the interpretation and enforcement of these laws and regulations may involve uncertainties and may not be as consistent or predictable as in other jurisdictions.

In addition, the legal protections available to us under PRC laws and regulations may be limited. Any litigation or regulatory enforcement action in the PRC may be prolonged and could result in substantial costs and diversion of our resources and management attention. Moreover, we cannot assure you that the PRC government will not amend or revise existing laws or regulations, or promulgate new laws or regulations, in a manner which materially and adversely affects our business, financial position or results of operations. For example, the PRC government may require additional approvals, licenses or permits for our business and operations, or impose stricter requirements or conditions for the maintenance or renewal of approvals, licenses or permits required for our business and operations. Any loss of or failure to obtain, maintain or renew our approvals, licenses or permits could disrupt our operations or subject us to fines or penalties imposed by the PRC government.

### **Investors may experience difficulties in effecting service of legal process and enforcing judgments against us and our Directors, Supervisors and senior management.**

We are a company incorporated in China and all of our assets are located in the PRC. In addition, the majority of our Directors and senior management reside in the PRC. As a result, it may be difficult for investors to effect service of process outside of China upon us, our Directors or senior management or to enforce judgments obtained against us in courts outside the PRC.

A judgment of a court of another jurisdiction may be reciprocally recognized or enforced in the PRC only if the jurisdiction has a treaty with the PRC or if the jurisdiction has been otherwise deemed by the PRC courts to satisfy the requirements for reciprocal recognition, subject to the satisfaction of other requirements. However, the PRC is not a party to treaties providing for the reciprocal enforcement of judgments of courts with foreign countries such as the United States and the United Kingdom and enforcement in the PRC of judgments of a court in these jurisdictions may consequently be difficult or impossible.

The Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil or Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (《關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》) a party concerned in a civil or commercial case pursuant to any written agreement may apply to a designated People’s Court of



## **RISK FACTORS**

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the PRC or Hong Kong court for recognition and enforcement of the judgment requiring payment of money. However, the rights under the arrangement may be limited and the interpretation of and cases decided under the arrangement have not been fully developed, and therefore, it is uncertain with respect to the outcome and effectiveness of any action brought under the arrangement.

Our Articles of Association provide that disputes between holders of our H Shares and us, our Directors, Supervisors or senior management, arising out of our Articles of Association, PRC Company Law and applicable regulations concerning our business and activities, are to be resolved through arbitration by the China International Economic and Trade Arbitration Commission (CIETAC) or the Hong Kong International Arbitration Centre (HKIAC). Awards made by the PRC arbitral authorities recognized under the Hong Kong Arbitration Ordinance can be enforced in Hong Kong. Hong Kong arbitral awards are also enforceable in the PRC, subject to the satisfaction of certain PRC legal requirements. However, we are uncertain whether the action brought in the PRC to enforce an arbitral award made in favor of holders of H Shares would succeed.

**Restrictions on the remittance of RMB into and out of the PRC and governmental control of currency conversion may limit our ability to pay dividends and other obligations, and affect the value of your investment.**

The PRC government imposes controls on the convertibility of RMB into foreign currencies. We receive all of our revenue in RMB. We may convert a portion of our revenue into other currencies to meet our foreign currency obligations, such as payments to certain suppliers and payments of dividends declared in respect of our Shares, if any. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends, or otherwise satisfy our foreign currency denominated obligations.

Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements. However, approval from or registration with competent government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our Shareholders. Further, we cannot assure you that new regulations will not be promulgated in the future that would have the effect of further restricting the remittance of RMB into or out of China.

**Fluctuations in the value of the RMB could have an adverse effect on your investment.**

The value of RMB against Hong Kong dollar, U.S. dollar and other foreign currencies is affected by, among other things, changes in the PRC's foreign exchange policies and international economic and political developments. There remains significant international pressure on the PRC government to adopt a more flexible currency policy, which may result in further and more significant fluctuations in the value of RMB against Hong Kong dollar, U.S. dollar and other foreign currencies.

## **RISK FACTORS**

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All of our revenue and expenses are denominated in RMB and fluctuations in exchange rates may adversely affect the value of our net asset and earnings. In addition, the dividends from our H Shares will be received in Hong Kong dollars. As a result, any appreciation of RMB against U.S. dollars, Hong Kong dollars or any other foreign currencies may result in a decrease in the value of the dividend earnings. Conversely, any depreciation of the RMB may adversely affect the value of our H Shares in foreign currency. Any significant fluctuation in the value of the RMB against foreign currencies could materially and adversely affect us and the value of your investment in our H Shares.

### **Holders of our H Shares may be subject to PRC income tax obligations.**

Under the Current PRC tax laws and regulations, non-PRC resident individuals and non-PRC resident enterprises are subject to different tax obligations with respect to the dividends paid to them by us and the gains realized upon the sale or other disposition of H Shares.

Non-PRC resident individuals are required to pay PRC individual income tax at a 20% rate for the income derived in China under Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法》) and its implementation guidelines. Accordingly, we are required to withhold such tax from dividend payments, unless applicable tax treaties between China and the jurisdiction in which the foreign individual resides reduce or provide an exemption for the relevant tax obligations. Generally, a withholding tax rate of 10% shall apply to the dividends paid by a Hong Kong listed company to its foreign individual shareholders according to the treaties. Where the 10% tax rate is not applicable, the withholding company shall: (i) return the excessive tax amount pursuant to due procedures if the applicable tax rate is lower than 10%; (ii) withhold such foreign individual income tax at the applicable tax rate between 10% and 20%; or (iii) withhold such foreign individual income tax at a rate of 20% if no double taxation treaty is applicable.

For non-PRC resident enterprises that do not have establishments or premises in China, and for those have establishments or premises in China but whose income is not related to such establishments or premises, under the EIT Law, dividends paid by us and gains realized by such foreign enterprises upon the sale or other disposition of H Shares are ordinarily subject to PRC enterprise income tax at a 20% rate. In accordance with the Circular on Issues Relating to the Withholding of Enterprise Income Tax by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by SAT, such tax rate has been reduced to 10%, subject to a further reduction under a special arrangement or applicable treaty between China and the jurisdiction of the residence of the relevant non-PRC resident enterprise.

Despite the arrangements mentioned above, there are uncertainties as to the interpretation and application of applicable PRC tax laws and regulations due to several factors, including whether the relevant preferential tax treatment will be revoked in the future such that all non-PRC resident individual holders will be subject to PRC individual income tax at a flat rate of 20%. In addition, there remain significant uncertainties as to the interpretation and application of applicable PRC tax laws and regulations by the competent tax authorities and the PRC tax laws and regulations may also change, which may materially affect the value of your investment in our H Shares.



## **RISK FACTORS**

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### **RISKS RELATING TO THE [REDACTED]**

**An active trading market for our [REDACTED] may not develop and the trading volume and market price of our [REDACTED] may be volatile, which could result in substantial losses for investors who purchase our [REDACTED] in the [REDACTED].**

Prior to the [REDACTED], there was no public market for our H Shares. We cannot assure you that a public market for [REDACTED] with adequate liquidity and trading volume will develop and be sustained following the completion of [REDACTED]. In addition, the [REDACTED] of [REDACTED] is expected to be fixed by agreement between the [REDACTED] (on behalf of the [REDACTED]) and us, and may not be an indication of the market price of our [REDACTED] following the completion of the [REDACTED]. If an active public market for our [REDACTED] does not develop following the completion of [REDACTED], the market price and liquidity of our [REDACTED] could be materially and adversely affected.

The price and trading volume of our [REDACTED] may be highly volatile. Several factors, some of which are beyond our control, such as variations in our results of operations, changes in our pricing policy, the emergence of new technologies, strategic alliances or acquisitions, the addition or departure of key personnel, changes in profit forecast or recommendations by financial analysts, changes in ratings by credit rating agencies, litigation or the removal of the restrictions on [REDACTED] transactions, could cause large and sudden changes to the volume and price at which [REDACTED] will trade.

In addition, the Hong Kong Stock Exchange and other securities markets have, from time to time, experienced significant price and volume volatility that is not related to the operating performance of any particular company.

### **Our Telecom Shareholders are able to exercise significant influence over us.**

[REDACTED] As a result, our Telecom Shareholders will have the ability to exercise significant influence over us, including, among other things, matters relating to:

- the nomination and election of our Directors and Supervisors;
- business strategies;
- dividend and other distributions; and
- major corporate activities, including securities offerings, mergers, acquisitions or investments.

## **RISK FACTORS**

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See “*Relationship with CMCC*” and “*Substantial Shareholders.*”

In addition, our Telecom Shareholders are our principal customers from whom we generate substantially all of our revenue. Our Telecom Shareholders may have interests not consistent with that of our other Shareholders. See “— *Our business relies on a limited number of customers.*” We cannot assure you our Telecom Shareholders will not prejudice the interests of ours or our other Shareholders’ by taking advantage of their position and their influence over us.

[REDACTED]

## **RISK FACTORS**

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**If the accounting estimates we make, and the assumptions on which we rely, in preparing our financial statements prove inaccurate, our actual results may be adversely affected.**

Our financial statements have been prepared in accordance with the IFRSs. The preparation of these financial statements requires us to make estimates and judgments about, among other things, taxation, impairment of property, plant and equipment, estimated useful life of property, plant and equipment, and classification of leases. These estimates and judgments affect, among other things, the reported amounts of our assets, liabilities, revenue and expenses. We base our estimates and judgments on historical experience, expectations of further events and other factors that we believe to be reasonable under the circumstances and at the time they are made and we evaluate our estimates on an ongoing basis. Actual results may differ from these estimates due to uncertainty involved in measuring, at a specific point in time, events which are continuous in nature, and differences may be material. If our estimates or the assumptions underlying them are not correct, actual results may differ materially from our estimates and we may incur additional charges that could adversely affect our results of operations, which in turn could adversely affect our H Share price. In addition, new accounting pronouncements and interpretations of accounting pronouncements have occurred and may occur in the future that could adversely affect our reported financial results. Our critical accounting estimates and judgements are discussed in Note 4 to the financial information included in the Accountant’s Report set out in Appendix I to this document.

[REDACTED]

**Waivers were granted from compliance with certain requirements of the Hong Kong Listing Rules by the Hong Kong Stock Exchange. Shareholders will not have the benefit of the Hong Kong Listing Rules that are so waived. These waivers could be revoked, exposing us and our Shareholders to additional legal and compliance obligations.**

We have applied for, and the Hong Kong Stock Exchange has granted to us, a number of waivers from strict compliance with certain requirements of the Hong Kong Listing Rules. See “*Waivers from Strict Compliance with the Hong Kong Listing Rules*” for further details. We cannot assure you that the Hong Kong Stock Exchange will not revoke any of these waivers granted or impose certain

## **RISK FACTORS**

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conditions on any of these waivers. If any of these waivers were to be revoked or to be subject to certain conditions, we may be subject to additional compliance obligations, incur additional compliance costs, and face uncertainties arising from issues of multi-jurisdictional compliance, all of which could materially and adversely affect us and our Shareholders.

**Our dividend distribution history may not be indicative of our dividend policy in the future.**

During the Track Record Period, we did not declare or distribute any dividend. Our ability to pay dividends will depend on whether we are able to generate sufficient earnings. Distribution of dividends shall be decided by our Board of Directors at their discretion and will be subject to our Shareholders’ approval. A decision to declare or to pay dividends and the amount thereof depend on various factors, including but not limited to our results of operations, cash flows and financial position, operating and capital expenditure requirements, distributable profits as determined under PRC GAAP or IFRS (whichever is lower), our Articles of Association and other constitutional documents, the PRC Company Law and any other applicable PRC laws and regulations, market conditions, our strategy and projection for our business, contractual restrictions and obligations, taxation, regulatory restrictions and any other factors from time to time deemed by our Board of Directors as relevant to the declaration or suspension of dividends. As a result, there can be no assurance whether, when and in what form we will pay dividends in the future. Subject to any of the above constraints, we may not be able to pay dividends in accordance with our dividend policy. See “*Financial Information — Dividend.*”

[REDACTED]

**There can be no assurance of the accuracy or completeness of certain facts, forecasts and other statistics obtained from various government publications, market data providers and other Independent Third Party sources contained in this document.**

This document, particularly the section headed “Industry Overview,” contains information and statistics relating to the telecommunications tower infrastructure industry. Such information and statistics have been derived from third-party reports commissioned by us, various government publications and other publicly available sources. We believe that the sources of the information are appropriate sources for such information, and we have taken reasonable care in extracting and reproducing such information. However, we cannot guarantee the quality or reliability of such materials. The information has not been independently verified by us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] or any other party involved

## **RISK FACTORS**

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in the [REDACTED], and no representation is given as to its accuracy. Collection methods of such information may be flawed or ineffective, or there may be discrepancies between published information and market practice, which may result in the statistics included in this document being inaccurate or not comparable to statistics produced for other economies. You should therefore not place undue reliance on such information. In addition, we cannot assure you that such information is accurate or stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. Some industry projections, such as the market size of the PRC telecommunications tower infrastructure industry and the industry tenancy ratio in 2022, may not be accurate. In any event, you should consider carefully the importance placed on such information or statistics.

**You should not place any reliance on any information released by us in connection with the listing of our asset-backed notes.**

We issued asset-backed notes in China Interbank Bond Market in 2016 and make information disclosure in connection therewith. However, the information announced by us in connection with the issuance was based on the regulatory requirements of the securities authorities and market practices in the PRC which are different from those applicable to the [REDACTED]. Such information does not and will not form a part of this document. As a result, prospective investors in [REDACTED] are reminded that, in making their investment decisions as to whether to purchase our H Shares, they should rely only on the financial, operating and other information included in this document and the [REDACTED]. By applying to purchase [REDACTED] in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this document, the [REDACTED] and any formal announcements made by us in Hong Kong with respect to the [REDACTED].

**You should read the entire document carefully, and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding ourselves and the [REDACTED].**

Prior to the publication of this document, there had been press and media coverage regarding us and the [REDACTED], which contained, among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. We have not authorized the disclosure of any such information in the press or media and do not accept responsibility for the accuracy or completeness of such press articles or other media coverage. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this document, we disclaim responsibility for them. Accordingly, prospective investors in our H Shares are cautioned to make their investment decisions on the basis of the information contained in this document only, and should not rely on any other information.

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**WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES**

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In preparation for the [REDACTED], we have applied to the Hong Kong Stock Exchange for the following waivers from strict compliance with the relevant provisions of the Hong Kong Listing Rules.

**SHORTER TRADING RECORD PERIOD**

Pursuant to Rule 8.05 of the Hong Kong Listing Rules, a new applicant must satisfy either the profit test in Rule 8.05(1) or the market capitalization/revenue/cash flow test in Rule 8.05(2) or the market capitalization/revenue test in Rule 8.05(3). Each test requires (i) a trading record of not less than three financial years (e.g., Rule 8.05(3)(a)), and (ii) management continuity for at least the three preceding financial years (e.g., Rule 8.05(3)(b)).

Pursuant to Rule 8.05A of the Hong Kong Listing Rules, in the case of the market capitalization/revenue test under Rule 8.05(3), the Hong Kong Stock Exchange will accept a shorter trading record period under substantially the same management as required under Rule 8.05(3)(a) and 8.05(3)(b) if the new applicant is able to demonstrate to the Hong Kong Stock Exchange the satisfaction of the following:

- (i) the directors and management of the new applicant have sufficient and satisfactory experience of at least three years in the line of business and industry of the new applicant. Details of such experience must be disclosed in the listing document of the new listing applicant; and
- (ii) management continuity for the most recent audited financial year.

The Company was incorporated in July 2014 and only substantively commenced commercial operations after October 2015. As a result, the Company is not able to satisfy the trading record requirement of at least three financial years under Rule 8.05(3) of the Hong Kong Listing Rules.

Accordingly, pursuant to Rule 8.05A of the Hong Kong Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rule 8.05(3) of the Hong Kong Listing Rules on the following basis that:

- (i) the executive Director and senior management of the Company have sufficient and satisfactory experience of at least three years in the line of business and industry of the Company;
- (ii) the Company has satisfied management continuity of the most recent audited financial year; and
- (iii) the Company has satisfied the other requirements set out in Rule 8.05(3) of the Hong Kong Listing Rules, namely, ownership continuity and control requirement, market capitalization requirement and revenue requirement.

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**WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES**

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**MANAGEMENT PRESENCE IN HONG KONG**

Pursuant to Rule 8.12 of the Hong Kong Listing Rules, a new applicant must have sufficient management presence in Hong Kong. This would normally mean that at least two of the applicant’s executive directors must be ordinarily resident in Hong Kong.

The Company’s business operations are all located in the PRC and all of the Company’s assets are located in the PRC. The Company’s executive Director is based in the PRC as the Board believes it is more effective and efficient for its executive Director to be based in a location where the Company’s operations are located. The Company therefore does not, and in the foreseeable future will not, have a management presence in Hong Kong.

Accordingly, pursuant to Rule 19A.15 of the Hong Kong Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rule 8.12 of the Hong Kong Listing Rules, provided that the Company will implement the following arrangements:

- (i) we have appointed Mr. Tong Jilu and Ms. Chu Ka Yee as our authorized representatives for the purposes of Rule 3.05 of the Hong Kong Listing Rules. They will serve as the principal channel of communication with the Hong Kong Stock Exchange on behalf of the Company and make themselves readily available to communicate with the Hong Kong Stock Exchange. Both Mr. Tong Jilu and Ms. Chu Ka Yee are readily available for meetings with the Hong Kong Stock Exchange in person (if necessary) and will be readily contactable by the Hong Kong Stock Exchange to deal with inquiries from the Hong Kong Stock Exchange from time to time.
- (ii) all the Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Hong Kong Stock Exchange within a reasonable period. In addition, each Director has provided his contact details, such as mobile phone numbers, office phone numbers, residential phone numbers, email addresses and fax numbers, to our authorized representatives and to the Hong Kong Stock Exchange. In the event that a Director expects to travel and be out of office, he will provide the phone number of the place of his accommodation or other contact details to our authorized representatives, which would ensure that each of our authorized representatives would have the means to contact all the Directors (including the independent non-executive Directors) promptly at all times as and when the Hong Kong Stock Exchange wishes to contact the Directors.
- (iii) we have appointed China International Capital Corporation Hong Kong Securities Limited as our compliance adviser in accordance with Rule 3A.19 of the Hong Kong Listing Rules, who will serve as an alternative channel of communication with the Hong Kong Stock Exchange in addition to our authorized representatives. Our compliance adviser will have access, at all times during the term of its appointment, to our authorized representatives,

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES**

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Directors and members of the senior management. The contact persons of our compliance adviser will be readily available to communicate between the Hong Kong Stock Exchange and the Company and to answer inquiries from the Hong Kong Stock Exchange.

### **CONTINUING CONNECTED TRANSACTIONS**

Pursuant to Chapter 14A of the Hong Kong Listing Rules, a new applicant must, [REDACTED], comply with the announcement, circular and shareholders’ approval requirements (as applicable) for continuing connected transactions entered into by the new applicant or its subsidiaries.

The Company has conducted, and is expected to continue after the [REDACTED], certain connected transactions with the Telecom Shareholders and the Telecom Group Companies, respectively, which will constitute continuing connected transactions of the Company under the Hong Kong Listing Rules [REDACTED].

Accordingly, pursuant to Rule 14A.105 of the Hong Kong Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with certain requirements under Chapter 14A of the Hong Kong Listing Rules. See “*Connected Transactions.*”

### **PUBLIC FLOAT**

Rule 8.08(1)(a) of the Hong Kong Listing Rules requires that there shall be an open market for the securities for which listing is sought, and that a sufficient public float of an issuer’s listed securities shall be maintained. This normally means that at least 25% of the issuer’s total issued share capital must at all times be held by the public. Pursuant to Rule 8.08(1)(d) of the Hong Kong Listing Rules, the Hong Kong Stock Exchange may, subject to certain conditions and at its discretion, accept a lower percentage of between 15% and 25% in the case of issuers with an expected market capitalization at the time of listing of over HK\$10 billion.

Based on the minimum [REDACTED] and assuming no exercise of the [REDACTED], we expect that our [REDACTED] will be well over [REDACTED] at the time of [REDACTED].

Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with the requirements of Rule 8.08(1)(a) of the Hong Kong Listing Rules. Therefore, our minimum public float shall be the highest of:

- (i) 15% of the Company’s total issued share capital;
- (ii) such percentage of H Shares to be held by the public immediately after the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised); and



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**WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES**

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- (iii) such percentage of [REDACTED] to be held by the public immediately after the completion of the [REDACTED] (as increased by the [REDACTED] to be issued upon any exercise of the [REDACTED]) provided that the highest of (i), (ii) and (iii) above is below the minimum public requirement of 25% under Rule 8.08(1) of the Hong Kong Listing Rules.

In order to support the application of this waiver, we have confirmed to the Hong Kong Stock Exchange that:

- (i) we will have an expected [REDACTED] at the time of [REDACTED] of over [REDACTED];
- (ii) the quantity and scale of the [REDACTED] would enable the market to operate properly with a lower percentage of public float;
- (iii) we will make appropriate disclosure of the lower percentage of public float as approved by the Hong Kong Stock Exchange in this document; and
- (iv) we will confirm sufficiency of public float in our successive annual reports after the [REDACTED].

**CLAWBACK MECHANISM**

Paragraph 4.2 of Practice Note 18 of the Hong Kong Listing Rules requires a clawback mechanism to be put in place, which would have the effect of increasing the number of Hong Kong [REDACTED] to certain percentages of the total number of the [REDACTED] [REDACTED] in the [REDACTED] if certain prescribed total demand levels are reached.

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with paragraph 4.2 of Practice Note 18 of the Hong Kong Listing Rules such that, provided the initial [REDACTED] under the [REDACTED] shall not be less than 5% of the [REDACTED], in the event of [REDACTED], the [REDACTED] shall apply a clawback mechanism following the closing of the application lists on the following basis:

- if the number of the [REDACTED] validly applied for under the [REDACTED] represents 15 times or more but less than 50 times of the number of the [REDACTED] initially available for [REDACTED] under the [REDACTED], then the number of [REDACTED] to be reallocated to the [REDACTED] from the [REDACTED] will be increased, so that the total number of [REDACTED] available under the [REDACTED] will be [REDACTED], representing approximately [REDACTED]% of the [REDACTED] initially available under the [REDACTED];
- if the number of the [REDACTED] validly applied for under the [REDACTED] represents 50 times or more but less than 100 times of the number of the [REDACTED] initially available for [REDACTED] under the [REDACTED], then the number of [REDACTED] to

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**WAIVERS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES**

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be reallocated to the [REDACTED] from the [REDACTED] will be increased, so that the total number of the [REDACTED] available under the [REDACTED] will be [REDACTED], representing approximately [REDACTED]% of the [REDACTED] initially available under the [REDACTED]; and

- if the number of the [REDACTED] validly applied for under the [REDACTED] represents 100 times or more of the number of the [REDACTED] initially available for [REDACTED] under the [REDACTED], then the number of [REDACTED] to be reallocated to the [REDACTED] from the [REDACTED] will be increased, so that the total number of the [REDACTED] available under the [REDACTED] will be [REDACTED], representing approximately [REDACTED]% of the [REDACTED] initially available under the [REDACTED].

In each case, the additional [REDACTED] reallocated to the [REDACTED] will be allocated between pool A and pool B and the number of [REDACTED] allocated to the [REDACTED] will be correspondingly reduced in such manner as the [REDACTED] deem appropriate. In addition, the [REDACTED] may allocate [REDACTED] from the [REDACTED] to the [REDACTED] to satisfy valid applications under the [REDACTED].

If the [REDACTED] is not fully [REDACTED], the [REDACTED] have the authority to reallocate all or any [REDACTED] Hong Kong [REDACTED] to the [REDACTED], in such proportions as the [REDACTED] deem appropriate.

See “*Structure of the [REDACTED] — The [REDACTED] — [REDACTED].*”

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**INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]**

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[REDACTED]



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**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

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**DIRECTORS**

*Executive Director*

<u>Name</u>	<u>Address</u>	<u>Nationality</u>
Mr. Tong Jilu (佟吉祿)	Room 402, Unit 1, Building 6 Wanquan Xinxin Jiayuan Haidian District, Beijing PRC	Chinese

*Non-executive Directors*

<u>Name</u>	<u>Address</u>	<u>Nationality</u>
Mr. Dong Xin (董昕)	Room 1202, Floor 11, Unit 1, Building 4 28 Xinzhuang First Street Chaoyang District, Beijing PRC	Chinese
Mr. Shao Guanglu (邵廣祿)	Room 502, Unit 2, Building 5 No. 1 Yard of Lincui Road Chaoyang District, Beijing PRC	Chinese
Mr. Zhang Zhiyong (張志勇)	Room 402, Unit 1, Building 30 West Area of Guanyingyuan Xicheng District, Beijing PRC	Chinese

*Independent Non-executive Directors*

<u>Name</u>	<u>Address</u>	<u>Nationality</u>
Mr. Su Li (蘇力)	Room 1, Floor 1, Unit 2 Building 1 37 Yuetan South Road Xicheng District, Beijing PRC	Chinese
Mr. Fan Cheng (樊澄)	Room 1608, Building 10 Block 2, Anzhen XiLi Chaoyang District, Beijing PRC	Chinese
Mr. Tse Yung Hoi (謝湧海)	Flat G, 25/F Pine Mansion Taikoo Shing 26 Tai Koo Wan Road Hong Kong	Chinese

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**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

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**SUPERVISORS**

<b>Name</b>	<b>Address</b>	<b>Nationality</b>
Mr. Li Wenmin (李文民)	Room 506, Unit 2, Building 3 10 Hongju Road Xicheng District, Beijing PRC	Chinese
Ms. Gao Lingling (高玲玲)	Room 902, Unit 1, Building 3 10 Youanmen Inner Street Xicheng District, Beijing PRC	Chinese
Ms. Guo Xiaolin (郭小林)	Room 1318, Floor 11, Building A Block 2, Sanlihe Xicheng District, Beijing PRC	Chinese
Mr. Sui Yixun (隋以勛)	Room 5D, Unit 5, Building 3 Shiji Qingxue Yuan Haidian District, Beijing PRC	Chinese
Mr. Wang Zhixue (王志學)	Room 1110, Building 306 Datun Li Chaoyang District, Beijing PRC	Chinese
Mr. Wang Hongwei (王宏偉)	Room 201, Unit 5, Building 1 A34 Zengguang Road Haidian District, Beijing PRC	Chinese

See “*Directors, Supervisors and Senior Management*” for more information on the Directors and Supervisors.

**PARTIES INVOLVED IN THE [REDACTED]**

**Joint Sponsors**

**China International Capital Corporation**  
**Hong Kong Securities Limited**  
29th Floor, One International Finance Centre  
1 Harbor View Street  
Central, Hong Kong

**Goldman Sachs (Asia) L.L.C.**  
68/F, Cheung Kong Center  
2 Queen’s Road  
Central, Hong Kong

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**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

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[REDACTED]

[●]

[REDACTED]

[●]

[REDACTED]

[●]

**Legal Advisers to the Company**

*As to Hong Kong and United States law*

**Freshfields Bruckhaus Deringer**

55/F, One Island East  
Taikoo Place, Quarry Bay  
Hong Kong

*As to PRC law*

**King & Wood Mallesons**

20th Floor, East Tower, World Financial Center  
1 Dongsanhuan Zhonglu  
Chaoyang District  
Beijing, PRC

**Legal Advisers to the Joint Sponsors**

*As to Hong Kong and United States law*

[REDACTED]

**Clifford Chance**

27/F, Jardine House  
One Connaught Place  
Central, Hong Kong

*As to PRC law*

**Zhong Lun Law Firm**

36-37/F, SK Tower  
6A Jianguomenwai Avenue  
Chaoyang District  
Beijing, PRC

**Commerce & Finance Law Offices**

6/F NC1 Tower  
A12 Jianguomenwai Avenue  
Beijing, PRC

**Reporting Accountant and  
Independent Auditor**

**PricewaterhouseCoopers**

*Certified Public Accountants*  
22/F, Prince’s Building  
Central, Hong Kong

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**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

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**Compliance Adviser**

**China International Capital Corporation  
Hong Kong Securities Limited**  
29th Floor, One International Finance Centre  
1 Harbor View Street  
Central, Hong Kong

**Industry Consultant**

**Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.**  
1018, Tower B  
500 Yunjin Road  
Shanghai, PRC

**Receiving Banks**

[REDACTED]

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## CORPORATE INFORMATION

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<b>Registered Office</b>	19/F, No. 73, Fucheng Road Haidian District Beijing, PRC
<b>Headquarters and Principal Place of Business in the PRC</b>	19/F, No. 73, Fucheng Road Haidian District Beijing, PRC
<b>Principal Place of Business in Hong Kong</b>	36/F, Tower Two, Times Square 1 Matheson Street Causeway Bay, Hong Kong
<b>Company’s Website</b>	www.china-tower.com <i>(This website and the information contained on this website do not form part of this document)</i>
<b>Company Secretary</b>	Ms. Chu Ka Yee ( <i>FCIS, FCS</i> ) Flat A, 2/F, Tower 2, One Beacon Hill 1 Beacon Hill Road, Kowloon Tong Kowloon, Hong Kong
<b>Authorized Representatives</b>	Mr. Tong Jilu Ms. Chu Ka Yee
<b>Strategy Committee</b>	Mr. Tong Jilu ( <i>Chairman</i> ) Mr. Dong Xin Mr. Shao Guanglu Mr. Zhang Zhiyong Mr. Su Li
<b>Remuneration and Appraisal Committee</b>	Mr. Su Li ( <i>Chairman</i> ) Mr. Shao Guanglu Mr. Fan Cheng
<b>Nomination Committee</b>	Mr. Tong Jilu ( <i>Chairman</i> ) Mr. Dong Xin Mr. Su Li Mr. Fan Cheng Mr. Tse Yung Hoi
<b>Audit Committee</b>	Mr. Fan Cheng ( <i>Chairman</i> ) Mr. Zhang Zhiyong Mr. Tse Yung Hoi
<b>Connected Transaction Committee</b>	Mr. Tse Yung Hoi ( <i>Chairman</i> ) Mr. Tong Jilu Mr. Su Li Mr. Fan Cheng

**CORPORATE INFORMATION**

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[REDACTED]

[REDACTED]

**Principal Bankers**

**China Construction Bank Corporation, Beijing Anhui Branch**

1 & 2/F, Huixin Building B  
8 Beicheng East Street  
Chaoyang District  
Beijing, PRC

**Bank of China Limited, Beijing BOC Tower Branch**

1 Fuxingmennei Street  
Xicheng District  
Beijing, PRC

**Industrial and Commercial Bank of China Limited, Beijing Chang’an Branch**

6B Xuannei Street  
Xicheng District  
Beijing, PRC

**Agricultural Bank of China Limited, Beijing Branch**

13 Chaoyangmen North Street  
Dongcheng District  
Beijing, PRC

**China Merchants Bank Co., Ltd., Beijing Qingnian Road Branch**

2/F, Building 15  
No. 5 Yard, Qingnian Road XiLi  
Chaoyang District  
Beijing, PRC

**China Development Bank Corporation, Corporate Section**

16 Taipingqiao Street  
Xicheng District  
Beijing, PRC

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## **INDUSTRY OVERVIEW**

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*Certain facts and statistics presented in this section and elsewhere in this document have been derived, in part, from various publicly-available government and official sources, industry statistics and publications. We also commissioned an independent industry consultant, Frost & Sullivan, to prepare the F&S Report on the global and PRC telecommunications tower infrastructure markets for use in this document. We have agreed to pay Frost & Sullivan a total fee of RMB880,000 for the preparation of the F&S Report.*

*Frost & Sullivan is a global consulting company. Frost & Sullivan’s services include independent market research, economic research and other relevant consultancy services. The key assumptions made by Frost & Sullivan in preparing the F&S report include (i) the social, economic and political conditions in China and the world will remain stable during the forecast period; (ii) the industrial policies of the PRC government on the telecommunications tower infrastructure industry will remain unchanged during the forecast period; and (iii) the 5G technology will come into commercial operation in China in 2020 and the main frequency of China’s 5G technology will be above 3.0 GHZ.*

*In preparing the F&S report, Frost & Sullivan has relied on the relevant information obtained through primary and secondary data research. Primary data research includes interviewing industry insiders, competitors, downstream clients and recognized third-party industry associations. Secondary data research includes reviewing corporate annual reports, databases of relevant official authorities, independent research reports and publications, and Frost & Sullivan’s own database.*

*While we have taken all reasonable measures to ensure that the relevant facts and statistics are accurately reproduced from the sources, such information has not been independently verified by us or the Joint Sponsors. Although we have no reason to believe that such information is false or misleading in any material respect, or that any fact has been omitted that would render such information false or misleading in any material respect, we also make no representation as to the accuracy or completeness of such information, which may not be consistent with other information available. Accordingly, you should not place undue reliance on such information.*

*The Directors confirm that, after making reasonable enquiries, there is no material adverse change in the market information since the date of the F&S Report which may qualify, contradict or have an impact on the information in this section.*

## **OVERVIEW OF THE TELECOMMUNICATIONS TOWER INFRASTRUCTURE INDUSTRY**

### **Overview of the Global Telecommunications Tower Infrastructure Industry**

The telecommunications tower infrastructure industry refers to the market for the provision of site resources and relevant services by telecommunications tower infrastructure service providers to TSPs and other customers. TSPs require sites for installation of their telecommunications equipment in order to provide services to their wireless communications users. To alleviate the burden of capital expenditures and operating costs, TSPs are increasingly opting to spin off their sites and related assets or sell to telecommunications tower infrastructure service providers. According to the F&S Report, as of December 31, 2017, telecommunications tower infrastructure service providers in the PRC operated 1.94 million sites, more than any other major countries in the world. Currently in the telecommunications tower infrastructure industry, sites consist primarily of tower sites. According to

## INDUSTRY OVERVIEW

the F&S Report, as of December 31, 2017, approximately 91.1% of the sites operated by telecommunications tower infrastructure service providers in the world were tower sites. Please see “*Business — Our Sites — Types of Sites*” for details of site classification.

The following table sets out the data of key operating and financial performance indicators as of December 31, 2017 or in 2017 for us and certain listed telecommunications tower infrastructure service providers in the world, each of which owned more than 30,000 sites.

	<b>The Company</b>	<b>American Tower Corporation</b>	<b>Crown Castle International Corp.</b>	<b>Bharti Infratel Limited <sup>(1)</sup></b>
Number of sites ('000)	1,872	150	90	162
Total revenue (US\$ million)	10,810	6,664	4,356	3,760
TSP tenancy ratio <sup>(2)</sup>	1.43	1.90	2.20	2.35
EBITDA margin	58.8%	61.4%	57.0%	43.3%

*Notes:*

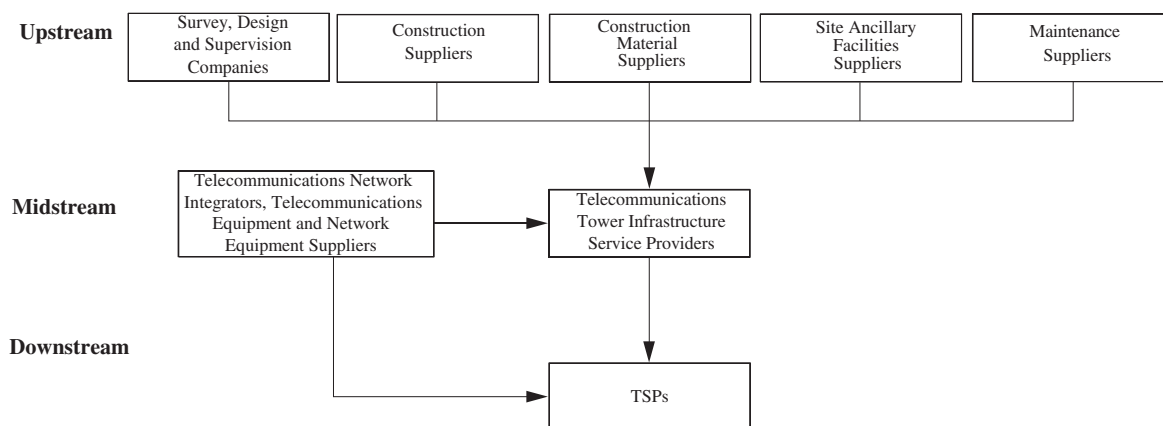
- (1) The presented business and financial data were prepared on a pro forma basis, assuming the merge transactions between Bharti Infratel Limited and Indus Towers Limited as announced on April 25, 2018 were completed as of the Latest Practicable Date.
- (2) Calculated by dividing the number of TSP tenants by the number of sites occupied by such tenants.

*Source: F&S Report*

According to the F&S Report, in and as of December 31, 2017, we ranked first among global telecommunications tower infrastructure service providers in terms of the number of sites, the number of tenants and revenue.

### Industry Value Chain and Business Characteristics

The following diagram shows the roles of major participants in the value chain of the telecommunications tower infrastructure industry.





## INDUSTRY OVERVIEW

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Compared to TSPs, telecommunications tower infrastructure service providers generally have more expertise in acquisition, construction and operation of sites. The telecommunications tower infrastructure business generally has the following features:

***Stable business relationships with customers and high renewal rate.*** According to the F&S Report, in the global market, service contracts entered by major telecommunications tower infrastructure service providers with their TSP customers generally have terms ranging from five years to 15 years. The telecommunications tower infrastructure service business has a high renewal rate, primarily due to (i) the difficulties faced by customers in securing alternative sites, (ii) the additional costs and expenses to be incurred for replacing the occupied sites, and (iii) the potential impact on quality of network coverage during the relocation from the occupied sites.

***Stable cash inflow.*** Substantially all of the revenue of telecommunications tower infrastructure service providers derives from regular service fees paid by customers pursuant to long-term contracts. In addition, the customers of telecommunications tower infrastructure service providers mainly are TSPs, who generally have strong creditworthiness and payment capacity.

***Operating profit margin and operating cash flows improved by enhancing co-location level.*** A single site can be used to serve multiple tenants. The incremental operating revenue derived by the telecommunications tower infrastructure service provider is generally larger than the corresponding incremental operating expenses incurred from an additional tenant at the same site.

***Gradual decline in capital expenditures for construction of new sites.*** Telecommunications tower infrastructure service providers primarily incur capital expenditures for the construction of new sites, while the amount of capital expenditures incurred on site maintenance and augmentation is relatively low. Upon the site coverage reaching a certain level, certain incremental demand from TSPs for sites can be met by co-location of existing sites. The demand for the construction of new sites will gradually decline, and the capital expenditures incurred by telecommunications tower infrastructure service providers for construction of new sites will decline accordingly.

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## INDUSTRY OVERVIEW

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### OVERVIEW OF THE PRC TELECOMMUNICATIONS TOWER INFRASTRUCTURE INDUSTRY

#### Our Major Competitors in the PRC Telecommunications Tower Infrastructure Industry

According to the F&S Report, as of December 31, 2017, there were over 200 companies providing telecommunications tower infrastructure services and competing in the PRC telecommunications tower infrastructure industry, in which less than ten companies each owned more than 1,000 sites. The following table sets out the ranking of the top five participants in the PRC telecommunications tower infrastructure market as of December 31, 2017.

	Company	Number of sites	Revenue in 2017 (RMB million)	Market share in terms of revenue
1	The Company	1,872,154	68,665	97.25%
2	Company A	17,260	545	0.77%
3	Company B	4,200	72	0.10%
4	Company C	4,300	57	0.08%
5	Company D	1,900	27	0.04%

Source: F&S Report

According to the F&S Report, as of December 31, 2017, we possessed a substantial market share in the PRC telecommunications tower infrastructure market. In comparison with other participants in the PRC telecommunications tower infrastructure market, we have the largest site resources with a strategic site distribution, and possess comprehensive service capabilities for providing integrated services to customers. In addition, we benefit from a number of favorable government policies. Our position as the coordinator of the co-location of telecommunications tower infrastructure in the PRC was specified in the documents jointly issued by the MIIT and the SASAC, including Circular [2014] No. 586, Circular [2016] No. 142 and Circular [2017] No.92. As of the Latest Practicable Date, we entered into strategic cooperation agreements with 28 provincial governments in the PRC, under which we received various policy supports in relation to site planning, construction and protection and sharing of infrastructure resources. Please see “*Business — Competitive Strengths*” for details of our competitive strengths. Other companies providing telecommunications tower infrastructure services in the PRC market primarily participate in market competition by leveraging their site acquisition capabilities in particular regional markets. According to the F&S Report, in the foreseeable future, the competitive landscape of the PRC telecommunications tower infrastructure market is expected to remain stable.

## INDUSTRY OVERVIEW

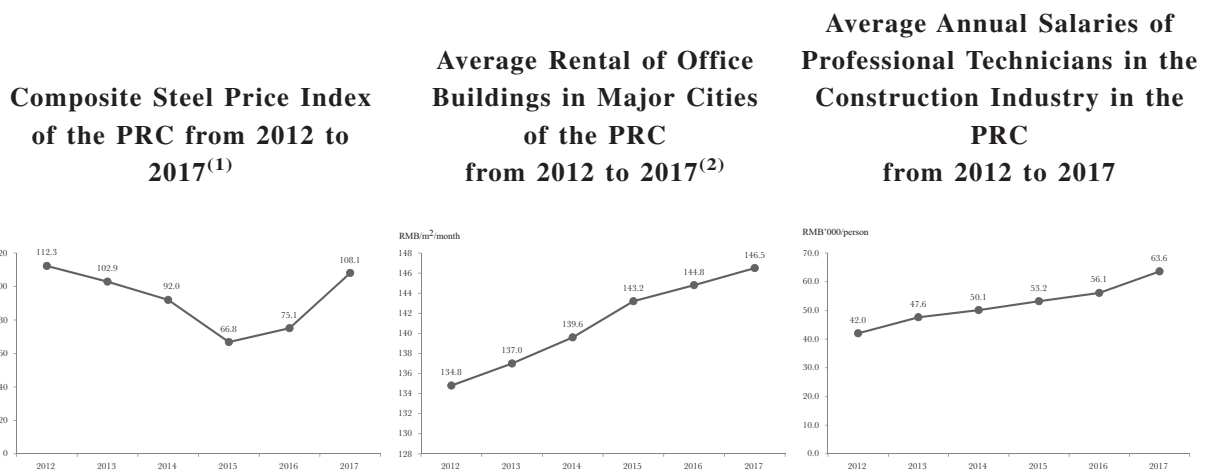
### The Historical Price Movement of Telecommunications Tower Infrastructure Service

Prior to 2015, substantially all of the telecommunications tower infrastructure in the PRC market was constructed and operated by TSPs. The size of the PRC telecommunications tower infrastructure market was insignificant. According to the F&S Report, from 2015 to 2017, the average annual price per tenant in the PRC telecommunications tower infrastructure market increased from RMB25.3 thousand to RMB25.6 thousand without experiencing significant fluctuations.

### The Historical Price Movement in Major Operating Expenses for Telecommunications Tower Infrastructure Service

In the PRC market, the major operating expenses of telecommunications tower infrastructure service providers include depreciation and amortization, ground lease charges and maintenance expenses, of which (i) depreciation and amortization mainly originates from the towers and is therefore affected by steel prices; (ii) ground lease charges are mainly affected by the rental cost of ground space, the price movement of which can be indicated by the trend of the average rental of office buildings; and (iii) maintenance expenses are mainly affected by the salary level of the professional maintenance technicians, which is in line with the salary level of the professional technicians in the construction industry.

According to the F&S Report, the following diagrams set forth the relevant indicators which reflect the historical price movement of the major operating expenses of PRC telecommunications tower infrastructure service from 2012 to 2017.



**Notes:**

- (1) The weighted average price in April 1994 was adopted as the index of 100.
- (2) Since various types of ground space are used for site construction and not all sites are constructed in the districts of office building, the trend of the average rental of office buildings only serves as an indicator of the historical movement of the rental costs of ground space.

Source: F&S Report

## **INDUSTRY OVERVIEW**

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From 2012 to 2017, except for steel prices, there was no significant fluctuation in the relevant indicators which reflect the historical prices of major operating expenses of telecommunications tower infrastructure services. Since most upstream suppliers operate in a highly competitive market with numerous participants, telecommunications tower infrastructure service providers commonly have more bargaining power, which can be leveraged against the effects of increases in market prices of raw materials. In addition, according to the F&S Report, during the period from 2012 to 2017, in the PRC market, the average price level of steel, the average rental level of office buildings and the average salary level of professional technician in the construction industry were constantly lower than the average levels in developed economies globally.

### **Market Barriers**

The market barriers for entering the PRC telecommunications tower infrastructure market and achieving scalable business mainly include: (i) substantial site resources occupied by other market participants, and relatively high costs for relocation of base stations by TSPs; (ii) substantial capital expenditures and working capital required for the construction and operation of a large number of sites; (iii) site acquisition and site maintenance capabilities constrained and affected by factors such as policy, administration, geography, environment, population and practitioners' experiences; (iv) the opportunities to become a supplier to TSPs; (v) the opportunities to establish a long-term business relationship with TSPs; and (vi) comprehensive service capabilities for effectively operating and maintaining numerous and dispersed sites, and providing integrated services to customers.

### **THE SIZE AND DRIVERS OF THE PRC TELECOMMUNICATIONS TOWER INFRASTRUCTURE MARKET**

According to the F&S Report, from 2017 to 2022, the size of the PRC telecommunications tower infrastructure market is expected to increase steadily from RMB70.6 billion to RMB109.1 billion, representing a CAGR of 9.1%. In addition, the number of tenants in the PRC telecommunications tower infrastructure market is expected to increase from 2.8 million in 2017 to 4.9 million in 2022, representing a CAGR of 11.9%, among which, the number of TSP tenants is expected to increase from 2.8 million in 2017 to 4.5 million in 2022, representing a CAGR of 10.2%.

We believe that the major drivers for the future growth of the PRC telecommunications tower infrastructure market include the following four factors.

## INDUSTRY OVERVIEW

### **Growth in the Number of Users and Data Traffic of Wireless Communications will Drive the Increase in Demand for Network Coverage**

According to the F&S Report, from 2012 to 2017, the nominal GDP of the PRC increased from US\$8,570.3 billion to US\$11,937.6 billion, representing a CAGR of 6.9%, which is higher than any other major economy in the world. The significant economic growth in the PRC and national strategies drove the rapid growth in both consumption and investment in the PRC wireless communications market. The growth in the PRC wireless communications market was also driven by the growth in demand for mobile applications and wireless communications data traffic. In recent years, the demand for mobile applications, particularly for e-commerce, online games and video streaming services, has grown exponentially in the PRC, resulting in substantial growth in wireless communications data traffic in the PRC market. According to the F&S Report, the following table sets out the historical and forecast data of the relevant indicators in the PRC wireless communications industry.

	Unit	2012	2017	2018 (Estimate)	2019 (Estimate)	2020 (Estimate)	2021 (Estimate)	2022 (Estimate)	CAGR (2012-2017)	CAGR (2017-2022)
Numbers of wireless communications user	million	1,112.0	1,417.5	1,433.1	1,435.9	1,463.7	1,529.4	1,560.0	5.0%	1.9%
Wireless communications data traffic	billion GB	0.9	24.6	35.0	48.2	66.4	93.2	125.5	93.8%	38.5%
Average annual wireless communications data traffic per user	GB	0.8	17.4	24.4	33.6	45.4	60.9	80.5	85.5%	35.9%

Source: F&S Report

Compared to certain major wireless communications markets in the world, there is still growth potential in the penetration rate of wireless communications users and the consumption of data traffic in the PRC market. According to the F&S Report, the following table sets out certain relevant indicators of the PRC wireless communications market against certain major wireless communications markets in the world in and as of December 31, 2017.

	Penetration rate of wireless communications users	Penetration rate of 4G users	Average annual wireless communications data traffic per user (GB)
PRC	101.9%	71.7%	17.4
United States	130.4%	97.0%	69.4
Japan	130.9%	83.9%	58.1
South Korea	123.5%	96.7%	54.3

Source: F&S Report

According to the F&S Report, given the expected future growth in the coverage size of PRC wireless communications market, TSPs need to improve the range and the density of their base stations, which is expected to in turn boost the demand for telecommunications tower infrastructure services.

## **INDUSTRY OVERVIEW**

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### **Coverage Range and Density of 4G Network can be Further Enhanced**

Since the commercial operation of 4G network, it has gradually become the mainstream telecommunications network in the PRC market. Currently, the PRC government is encouraging the expansion of 4G network coverage, particularly in rural areas. In December 2016, the NDRC and the MIIT issued the Three-Year Action Plan for Construction of Substantial Information Infrastructures (《信息基礎設施重大工程建設三年行動方案》), which promotes the comprehensive and in-depth coverage of 4G network in towns and densely populated administrative villages.

In addition, the density of 4G base stations in the PRC market can be further enhanced. According to the F&S Report, even though the Big Three TSPs have largely completed the extensive coverage of their 4G network in the PRC, they still need to optimize the coverage of areas with a high demand for wireless communications services or weak signals.

According to the F&S Report, from 2014 to 2017, the number of 4G base stations in the PRC market increased from approximately 843 thousand units to approximately 3,280 thousand units, representing a CAGR of 57.3%. It is expected that the number of 4G base stations will further increase to approximately 4,529 thousand units in 2022, representing a CAGR of 6.7% from 2017 to 2022.

### **Development of New Technologies will Bring a New Round of Demand for Large-scale Network Build-out**

The 5G network is expected to be put into commercial operation in the PRC market commencing from 2020, which will bring a new round of demand for large-scale network build-out by TSPs. According to the F&S Report, in the early stage of commercial operation of the 5G network, the 4G network and the 5G network will co-exist. TSPs may prefer to utilize tower sites which currently host macro cells for the installation of 5G base stations to provide basic coverage. As both the rate and the frequency increase, the transmission distance for 5G signals will reduce when compared with 4G signals. It is expected that the coverage radius for a single 5G base station will be substantially smaller than a 4G base station with the same power in the same environment. Therefore, TSPs will need a denser deployment of 5G base stations. To this end, other than improving the density of 5G macro cells, TSPs may also utilize small cells and DAS as supplement. According to the F&S Report, China is expected to invest a total amount of RMB1.2 trillion for 5G network build-out within the next five to 10 years. As of December 31, 2022, it is expected that the number of 5G base stations in the PRC market will be approximately 2,432 thousand units.

### **Site Co-location will Drive Accelerated Network Deployment of TSPs**

In the PRC market, TSPs are capable of achieving network coverage and conducting business in a desired region in a cost-efficient and timely manner through co-location of the existing sites by taking advantage of co-location discount. Therefore, as the network coverage and base station density of the 4G network can be further enhanced and the commercial application of the 5G network will bring a new round of large-scale network build-out, site co-location helps TSPs deploy more base stations in a faster manner at the same level of expenditure, which in turn drive the growth in the size of the telecommunications tower infrastructure market.

## **INDUSTRY OVERVIEW**

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According to the F&S Report, the TSP tenancy ratio (calculated by dividing the number of TSP tenants by the number of sites occupied by such tenants) in the PRC telecommunications tower infrastructure market increased from 1.23 as of December 31, 2015 to 1.42 as of December 31, 2017, and is expected to further increase to 1.62 as of December 31, 2022.

### **INDUSTRY DEVELOPMENT TRENDS**

#### **Sharing Being Further Diversified**

“Sharing” is currently one of the leading industrial policies in the PRC telecommunications tower infrastructure industry. The PRC government has promulgated policies from time to time to encourage sharing of telecommunications tower infrastructure. Site co-location can help TSPs reduce the costs of occupying a site, and expand network coverage in shorter time. In addition, site co-location can also save resources required for site construction, including land and steel. With further expansion of the 4G network coverage and the application of the 5G network, especially the application of small cells, the deployment of base stations will be denser, and the demand for sharing will increase. Beyond providing tower and shelter space in a site to multiple tenants for co-location, services offered by telecommunications tower infrastructure service providers, including ancillary facilities, power access, ducts and pole lines, site acquisition service, maintenance service and construction service, are optional and can be packaged together, thereby further diversify the approach of sharing.

Furthermore, it is expected that the demand for site resources service and site-based information service from customers other than the Big Three TSPs will increase in the future. Site resources service and site-based information service may also be provided through sharing that would further enhance the co-location of sites. According to the F&S Report, as of December 31, 2017, the tenancy ratio (covering TSP tenants and tenants of site resources service and site-based information service) of the PRC telecommunications tower infrastructure market was 1.43, and is expected to increase to 1.72 as of December 31, 2022.

#### **Site Acquisition Being Further Diversified**

Due to the further expansion of the 4G network coverage and denser base station deployment in build-out the 5G network, customers’ demands on the number and density of sites will increase, and the site acquisition capacity of the telecommunications tower infrastructure service providers will face higher requirements. According to the F&S Report, against the backdrop of the PRC government’s implementation of the national strategy of building strength in cyberspace, the local governments are managing the sites in more standardized manners, while vigorously encouraging inclusion of sites into local urban-rural development planning. Major state-owned enterprises with extensive site distribution and comprehensive capabilities are the principal driving forces for inclusion of the demand for site grounds into local governments’ planning.

Some telecommunications tower infrastructure service providers are actively utilizing the public utility tower and pole resources, such as lamp poles, traffic light poles and video surveillance poles, to mount the equipment of customers, which will assist telecommunications tower infrastructure service providers to ease the burden of site acquisition, reduce the capital expenditures required for



## **INDUSTRY OVERVIEW**

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constructing new sites and increase their operational efficiency. In particular, as the proportion of small cells in the 5G network build-out will increase, using the public utility towers and poles to mount 5G small cells will allow telecommunications tower infrastructure service providers to have a competitive advantage. According to the F&S Report, the public utility tower and pole resources in the PRC are public facilities and generally be considered to be open for use by state-owned enterprises or other qualified entities with priority. The telecommunications tower infrastructure service providers need to maintain favorable cooperations with the local governments in order to gain the opportunities to use the public utility tower and pole resources.

### **Business and Revenue Sources Being Further Diversified**

Technologies such as IoT, big data and artificial intelligence have been developing rapidly in the PRC and led to a rapid growth in the demand for informatization in all industries. Leveraging their existing site resources and comprehensive solution capabilities, certain PRC telecommunications tower infrastructure service providers diversify their business lines and revenue sources by offering site resource services and information services to meet information technology buildup in many industries. Currently, telecommunications tower infrastructure service providers in the PRC primarily provide site resources service and site-based information service to customers other than the Big Three TSPs. The market covered by such services primarily include the government and enterprise private communications network market, the video surveillance market and the environment data collection market.

Telecommunications tower infrastructure service providers in the PRC provide site resources to customers who need to install certain equipment to build out government and enterprise private communications networks or conduct data collection. In addition to provision of site space and ancillary services, the telecommunications tower infrastructure service providers can further integrate resources such as data collection devices, transmission networks and data platforms to provide site-based information services such as data collection, backhaul, aggregation, analysis and application to customers who need to conduct video surveillance or environment data collection.

According to the F&S Report, with the continuously increased investment in telecommunications networks by the PRC government, utilities as well as industrial and commercial sectors such as oil and electricity, the promotion of “Safe Cities” and “Smart Cities” by the PRC government and the stricter environmental policies in the PRC, it is expected that in the foreseeable future, demand for site resources service and site-based information service by customers in the government and enterprise private communications network market, the video surveillance market and the environment data collection market in the PRC will continue to grow rapidly.



## INDUSTRY OVERVIEW

The following table sets out the historical and forecasted market sizes of the government and enterprise private communications network market, video surveillance market and environment data collection market in the PRC in relation to site resources service and site-based information service (excluding purchases of relevant equipment of government and enterprise private communications network, video surveillance and environment data collection).

Unit: RMB billion

	2012	2013	2014	2015	2016	2017	2018 (Estimate)	2019 (Estimate)	2020 (Estimate)	2021 (Estimate)	2022 (Estimate)
Government and enterprise private communications network <sup>(1)</sup> market	1.3	2.3	3.8	4.8	5.3	6.0	7.2	8.2	9.4	10.7	12.3
Video surveillance market	73.4	89.2	119.0	158.1	200.9	213.7	242.5	277.4	316.6	357.7	392.4
Environment data collection market	5.1	5.8	6.3	6.9	7.9	10.0	11.2	12.9	14.8	16.6	18.5

*Note:*

- (1) Government and enterprise private communications network means the communications network used for proprietary telecommunications of government, utilities and industrial and commercial enterprises.

*Source: F&S Report*

In addition, with the emergence of various new application scenarios, more types of demand for telecommunications tower infrastructure service may emerge, which will further enrich the business and revenue sources of telecommunications tower infrastructure service providers. For example, charging point operators may also utilize the sites of the telecommunications infrastructure service providers to install their equipment in the future.

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## HISTORY AND DEVELOPMENT

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### OUR HISTORY

#### Establishment of the Company

On July 15, 2014, the Company was established under the name “China Communications Facilities Services Corporation Limited” (中國通信設施服務股份有限公司). The Telecom Shareholders were the three promoters of the Company. Upon establishment, the shareholding structure of the Company was as follows:

<u>Name of Shareholder</u>	<u>Number of Shares held</u>	<u>Shareholding percentage</u>
China Mobile Company	4,000,000,000	40.0%
China Unicom Corporation	3,010,000,000	30.1%
China Telecom	<u>2,990,000,000</u>	<u>29.9%</u>
<b>Total</b>	<b><u>10,000,000,000</u></b>	<b><u>100%</u></b>

The Company adopted its current name “China Tower Corporation Limited” (中國鐵塔股份有限公司) on September 2, 2014.

#### Change in Share Capital

On December 31, 2015, the Company issued additional Shares to the Telecom Shareholders, respectively, as part of the consideration for the acquisition of certain existing telecommunications towers and related assets from the Telecom Shareholders and their respective subsidiaries. The Company also issued new Shares to China Telecom and China Reform (which was introduced as a new Shareholder) for cash consideration. After such increase in share capital, the shareholding structure of the Company was as follows:

<u>Name of Shareholder</u>	<u>Number of Shares held</u>	<u>Shareholding percentage</u>
China Mobile Company	49,150,953,709	38.0%
China Unicom Corporation	36,345,836,822	28.1%
China Telecom	36,087,147,592	27.9%
China Reform	<u>7,760,676,901</u>	<u>6.0%</u>
<b>Total</b>	<b><u>129,344,615,024</u></b>	<b><u>100%</u></b>

No Shareholder above is a connected person of another Shareholder.

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## HISTORY AND DEVELOPMENT

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### Milestone Events

The milestone events in our development history are set out below:

- 2014                    We were established under the name “China Communications Facilities Services Corporation Limited” (中國通信設施服務股份有限公司).
- We adopted our current name “China Tower Corporation Limited” (中國鐵塔股份有限公司).
- We established 31 provincial level branches by the end of the year.
- 2015                    We acquired certain existing telecommunications towers and related assets from the Telecom Group Companies and their respective subsidiaries, and the Telecom Shareholders and their respective subsidiaries, respectively, and commenced substantive commercial operations.
- We issued new Shares to each of the Telecom Shareholders and China Reform, and our share capital increased accordingly.
- We obtained the Basic Telecommunications Business Operation License (domestic telecommunications facilities service business) (基礎電信業務經營許可證(國內通信設施服務業務)) and the Value-added Telecommunications Business Operation License (web hosting) (增值電信業務經營許可證(網絡託管)) issued by the MIIT.
- 2016                    We entered into the Commercial Pricing Agreements with each of China Mobile Company, China Unicom Corporation and China Telecom.
- We completed the issuance of asset-backed notes of RMB4.95 billion via China Interbank Bond Market.
- 2017                    We became a member of the International Telecommunication Union.
- 2018                    We entered into the Supplemental Agreements to the Commercial Pricing Agreements, and the Service Agreements with each of China Mobile Company, China Unicom Corporation and China Telecom.
- We entered into strategic cooperation framework agreements with State Grid Corporation of China and China Southern Power Grid Co., Ltd.

### MAJOR ACQUISITIONS

The Company has been actively expanding its businesses since its establishment. The Company entered into the following agreements for the Tower Asset Acquisitions on October 14, 2015.

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## **HISTORY AND DEVELOPMENT**

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The consideration of each of the Tower Asset Acquisitions was determined based on arm’s length negotiation among the parties and with reference to, among other things, the appraisal value of the target assets. As of the Latest Practicable Date, all the applicable regulatory approvals had been obtained for the Tower Asset Acquisitions, and the Tower Asset Acquisitions had been completed with the consideration settled except for the extension of consideration payable to CMCC as disclosed below.

### **Acquisition of certain telecommunications towers and related assets from the Telecom Group Companies and their respective subsidiaries**

The Company entered into an asset acquisition agreement with CMCC and its 24 subsidiaries, CUC and its seven subsidiaries and CTC and its 11 subsidiaries, respectively, pursuant to which the Company acquired certain existing telecommunications towers and related assets from each of the Telecom Group Companies and their relevant subsidiaries in consideration of cash. Details of such acquisition are set out below:

<b>Seller</b>	<b>Consideration</b>	<b>Settlement</b>	<b>Time of Settlement for Cash Consideration</b>
	<b>(RMB in millions)</b>		
CMCC and its 24 subsidiaries	12,961	all in cash	Extended to December 2018
CUC and its seven subsidiaries	32	all in cash	December 2017
CTC and its 11 subsidiaries	2,966	all in cash	December 2017

*Note:* The Company was obliged to pay CMCC and its 24 subsidiaries the consideration by December 31, 2017 pursuant to the asset acquisition agreement. The Company entered into an agreement in relation to the outstanding payment arrangement with CMCC and its 24 subsidiaries on December 31, 2017 and extended the due date of the payment of the consideration to December 31, 2018.

## HISTORY AND DEVELOPMENT

### Acquisition of certain telecommunications towers and related assets from the Telecom Shareholders and their respective subsidiaries

The Company also entered into a share subscription and asset acquisition agreement with China Mobile Company and its 31 subsidiaries, China Unicom Corporation and its one subsidiary, China Telecom and China Reform, respectively, pursuant to which the Company:

- (i) acquired certain existing telecommunications towers and related assets from each of the Telecom Shareholders and their respective subsidiaries in consideration of cash and/or new Shares, details of which are set out below:

Seller	Consideration	Settlement	Time of Settlement for Cash Consideration
	(RMB in millions)		
China Mobile Company and its 31 subsidiaries	102,736	RMB57,585 million in cash + 45,151 million Shares	December 2017
China Unicom Corporation and its one subsidiary	54,658	RMB21,322 million in cash + 33,336 million Shares	December 2017
China Telecom	30,131	30,131 million Shares	N/A

- (ii) issued new Shares to each of China Telecom and China Reform in consideration of cash, details of which are set out below. The proceeds from the issuance of new Shares were paid to each of China Mobile Company and China Unicom Corporation as part of the cash consideration.

Subscriber	Shares Subscribed	Consideration
		(RMB in millions)
China Telecom	2,966 million	2,966
China Reform	7,761 million	7,761

The Company issued Shares above to each of the Telecom Shareholders and China Reform on December 31, 2015.

### BUSINESS AGREEMENTS

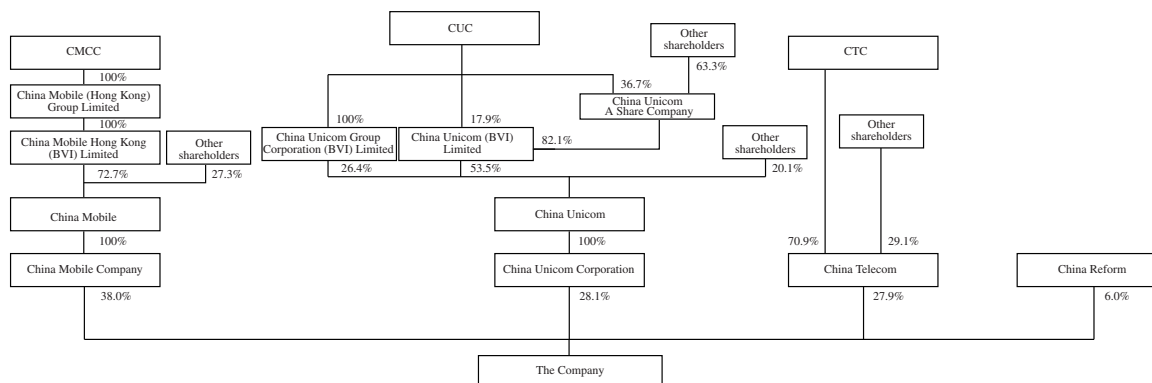
Since the establishment of the Company, the Company entered into a series of long-term and short-term business agreements with the Telecom Group Companies and their associates. See “*Connected Transactions*” for the business agreements which are currently effective at the headquarters level.

## HISTORY AND DEVELOPMENT

### OUR SHAREHOLDING STRUCTURE

#### Shareholding structure immediately prior to the [REDACTED]

The following chart sets forth our shareholding structure as of the Latest Practicable Date:



*Note:* As of the Latest Practicable Date, 2,000,000,000 out of the 7,760,676,901 Shares held by China Reform had been pledged, representing approximately 1.5% of the total issued share capital of the Company.

#### Shareholding structure immediately following the completion of the [REDACTED]

The following chart sets forth our shareholding structure immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised):

[REDACTED]

[REDACTED]

## BUSINESS

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### OVERVIEW

We are the world’s largest telecommunications tower infrastructure service provider. As of December 31, 2017, we operated and managed 1,872,154 sites and served 2,687,475 tenants. According to the F&S Report, in and as of December 31, 2017, we ranked first among the global telecommunications tower infrastructure service providers in terms of the number of sites, the number of tenants, and revenue. According to the F&S Report, our market share in the PRC telecommunications tower infrastructure industry was 96.3% in terms of the number of sites and 97.3% in terms of revenue in and as of December 31, 2017. We are an indispensable driving force in the implementation of China’s strategy of building strength in cyberspace (the “**Cyber Power**” strategy).

We are primarily engaged in the following businesses:

- Tower business: Based on our tower sites, we provide site space, maintenance services and power services to TSPs and support them through the following two business lines.
  - Macro cell business: We support TSPs to achieve the extensive coverage of wireless communications networks.
  - Small cell business: We support TSPs to enhance the coverage of wireless communications networks in urban areas with high density of population and buildings and in certain non-urban areas.
- DAS business: Based on our DAS sites, we provide indoor distributed antenna systems, maintenance services and power services to TSPs and support them to achieve the in-depth coverage of wireless communications networks in buildings and tunnels.
- Trans-sector site application and information business (“**TSSAI**” business): We provide site resources services and site-based information services to meet diverse needs of customers from different industries.

We primarily conduct tower and DAS businesses with TSPs based on our extensive site resources. While maintaining stable and predictable sources of operating revenue and cash flows from the above two businesses, we are engaged in TSSAI business with customers from different industries to meet their needs and enhance our profitability.

We consistently apply the “sharing” philosophy to guide our business operations and create growth opportunities. We consolidate demands from TSPs for their wireless communications coverages and encourage them to share our sites through co-location. To further site sharing, we provide our site resources services and site-based information services to accommodate diverse needs of customers from different industries and expand the functionality of our sites from serving as telecommunications towers to serving as multi-use towers with a greater base for sharing. Being proactive to government policy supports for our access to infrastructure resources, we further diversify site sources by sharing the use, and expanding the functionality, of public utility towers and poles.

## **BUSINESS**

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The PRC government is in the process of implementing the national strategies of “Cyber Power,” “Digital China” and “Smart Society” and promoting the further integration of the Internet and big data with the real economy. Accordingly, the continuous development of the PRC wireless communications industry is expected to further expand coverage and increase speed of the 4G network, and promote deployment of the 5G network. We believe that such sustainable and favorable environment will continue to drive the fast development of telecommunications tower infrastructure in China.

Our business has experienced a significant growth since our establishment. In 2015, 2016 and 2017, our operating revenue was RMB8,802 million, RMB55,997 million and RMB68,665 million, respectively. We believe that we are able to continuously provide customers with quality services, develop diverse businesses and maintain stable and predictable sources of operating revenue and cash flows and, by doing so, create value for the Shareholders.

### **COMPETITIVE STRENGTHS**

**Commanding market position: We are the world’s largest telecommunications tower infrastructure service provider and an indispensable driving force in the implementation of China’s “Cyber Power” strategy**

We are the world’s largest telecommunications tower infrastructure service provider with a commanding market position in the PRC. As of December 31, 2017, we operated and managed 1,872,154 sites and served 2,687,475 tenants. According to the F&S Report:

- we ranked first among the global telecommunications tower infrastructure service providers in terms of the number of sites, the number of tenants and revenue in and as of December 31, 2017;
- we had a market share of approximately 96.3% in China in terms of the number of sites in the PRC telecommunications tower infrastructure market as of December 31, 2017; and
- leveraging our site resources, we support the TSPs in the PRC to operate the world’s largest wireless communications network in terms of the number of base stations, including the world’s largest 4G network, and our support is fundamental for more than 1.4 billion wireless communications users in the PRC to experience quality and stable wireless communications services.

Our nationwide site resources allow us to have the most competitive position in the PRC market. As of December 31, 2017, our sites were spread across 31 provinces, municipalities and autonomous regions in the PRC, covering all cities and extensive rural areas. According to the F&S Report, we have an extensive geographic distribution of our sites, which are strategically located in the PRC. Our site density is relatively greater in the areas with more developed economy and higher density of wireless communications users.



## **BUSINESS**

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Sites are pivotal to building wireless communications networks and fundamental to the development of the 4G network and the future deployment of the 5G network. By leveraging our sites with the largest scale and a strategic distribution in China, we have established the leading position in the industry and support the rapid development of the PRC wireless communications industry and the implementation of China’s “Cyber Power” strategy. Therefore, we believe that we are well positioned to benefit from the rapid development of the wireless communications industry, grow revenue through promoting site co-location, maintain stable and predictable sources of operating revenue and cash flows, develop diverse businesses, improve operating efficiency and optimize the cost structure.

**Sustainable and favorable development environment: We benefit from the opportunities arising from the sustainable and rapid development of the PRC wireless communications industry as well as favorable policy support from the government**

We believe that the sustainable and rapid development of the PRC wireless communications industry will provide great potential for our growth. According to the F&S Report:

- China has the world’s largest wireless communications user base, which continues to grow, and is expected to reach 1.56 billion in 2022; and
- wireless communications data traffic per capita in the PRC increased at a high growth rate from 0.8 GB per year in 2012 to 17.4 GB per year in 2017, representing a CAGR of 85.5%, and is expected to maintain a relatively high growth from 2017 to 80.5 GB per year in 2022, representing a CAGR of 35.9%.

The PRC government is in the process of implementing the national strategies of “Cyber Power,” “Digital China” and “Smart Society” and promoting further integration of the Internet and big data with the real economy. This provides a solid foundation for the continuous and rapid development of the PRC wireless communications industry. In addition, the active implementation by TSPs of government initiatives such as “Network Speed Upgrade and Tariff Reduction” and “Enhancing the Infrastructure Level of Wireless Network” is expected to drive the rapid growth in wireless communications data traffic. The need of TSPs to further expand and optimize their 4G networks is expected to drive strong demand for the construction of telecommunications tower infrastructure. Furthermore, the PRC government attaches great importance to the 5G network build-out, and identifies 5G development as a key initiative in its “13th Five-Year Plan.” According to the F&S Report, under the same conditions, the coverage radius of a 5G base station is expected to be far shorter than a 4G base station, and therefore the 5G network deployment is expected to bring a significant increase in demand for site resources from TSPs.

The PRC government has promulgated a number of favorable policies and regulations for developing the PRC telecommunications tower infrastructure industry and encouraging site co-location. Since our establishment, the MIIT, jointly with the SASAC, issued circulars to promote the co-location of telecommunications infrastructure, namely Circular [2014] No. 586, Circular [2016] No. 142 and Circular [2017] No. 92, according to which TSPs in principle shall not build ancillary facilities for base stations such as towers, and indoor distributed antenna systems at key venues such as subways, high-speed railways, expressways and transportation hubs, and we shall coordinate the co-location of telecommunications towers. In addition, the MIIT, the MLR and the MOHURD jointly

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## **BUSINESS**

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issued Circular [2017] No. 234, which specifies that local governments at all levels and other relevant administrative departments shall (i) support telecommunications tower infrastructure constructions, (ii) resolve property title issues of existing sites step by step, (iii) strengthen site planning, (iv) improve land administration for site uses and (v) optimize related application and approval procedures. As of the Latest Practicable Date, we entered into strategic cooperation agreements with 28 provincial governments in the PRC, under which we received various policy supports in site planning, site construction, site resources protection and sharing of infrastructure resources. We believe that, driven by strong policy supports, we are well positioned to capture the opportunities arising from the continuous and rapid development of the PRC wireless communications industry.

**Sharing-oriented business model: It allows us to enhance our profitability by increasing tenancy ratio and marginal profit**

Featuring the value of “sharing and win-win,” our business model encourages site co-location by the Big Three TSPs through preferential co-location discounts. Supporting multiple tenants at one site, in turn, allows us to enhance our profitability. More specifically, increasing one additional tenant at a site normally requires lower capital expenditures for augmentation than those for building a new site. As compared to serving a single tenant, serving multiple tenants at a site increases the marginal profit, even after the co-location discounts. Therefore, site co-location can effectively enable us to increase both the profit per site and our overall profitability. Since our establishment, our tenancy ratio of the TSP tenants has continued to increase. As of December 31, 2015, 2016 and 2017, our tenancy ratio of the TSP tenants for total sites in operation was 1.28, 1.39 and 1.43, respectively, and our tenancy ratio of the TSP tenants for ground tower sites in operation was 1.36, 1.49 and 1.52, respectively. From the date of our establishment to December 31, 2017, 70.4% of our new TSP tenants were served through co-location. Accordingly, our EBITDA and EBITDA margin continued to increase during the Track Record Period. In 2016 and 2017, our EBITDA was RMB32,655 million and RMB40,357 million, respectively, representing a growth of 23.6%, and our EBITDA margin was 58.3% and 58.8%, respectively.

According to the F&S Report, the number of 4G base stations in the PRC market is expected to increase from 3.28 million units in 2017 to 4.53 million units in 2022 at a CAGR of 6.7%. Our sharing-oriented business model is expected to continuously drive site co-location to meet TSPs’ demands in line with their future growth. We believe that our premium site resources and sufficient installation space will enable us to fully utilize existing sites to accommodate the demand for wireless communications coverage from TSPs, effectively control our costs and enhance our profitability.

**Stable and predictable sources of operating revenue and cash flows: Our major customers are global leading TSPs, with whom we have signed long-term agreements**

According to the F&S Report, we were the largest telecommunications tower infrastructure service provider in the world in terms of revenue in 2017. During the Track Record Period, our operating revenue and cash flows continuously increased. Our operating revenue increased by 22.6%

## **BUSINESS**

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from RMB55,997 million in 2016 to RMB68,665 million in 2017. Our net cash flows generated from operating activities increased by 26.6% from RMB27,594 million in 2016 to RMB34,935 million in 2017. Such stability and visibility were mainly attributable to our quality customers and long-term agreements with them.

All of our major customers are global leading TSPs. According to the F&S Report, as of December 31, 2017, their total market share in the PRC wireless communications market was approximately 100%. Our major customers have good reputation and high credit ratings, strong payment ability and sufficient liquidity. We have entered into long-term agreements with our major customers, under which they agreed to pay us total fee according to payment schedules and compensations as a result of early termination of the services for their own reasons.

Benefiting from long-term agreements, we are able to achieve relatively quick settlement of our receivables. In 2016 and 2017, our turnover days for trade receivables were 66 days and 58 days, respectively. According to the F&S Report, our preeminent position in the PRC market allows us to minimize the contract renewal risk, and since replacing a telecommunications tower infrastructure service provider is costly and it may impact the network coverage, TSPs generally have a stable business relationship with their existing telecommunications tower infrastructure service providers. We believe that our quality customers provide solid assurance for predictable and stable sources of our revenue, and the sustainable growth in our revenue and cash flows will enhance our enterprise value, which is aligned with the interests of Shareholders.

**Outstanding capability to provide comprehensive services: Having a broad service scope in the PRC, we offer integrated services, which strengthens our market leading position and expands our customer base across sectors**

According to the F&S Report, we offer the broadest scope of services and have the strongest capability to provide comprehensive services among telecommunications tower infrastructure service providers in the PRC. We provide customers with comprehensive services, including site planning, site acquisition, site construction, power services, site operation and maintenance as well as emergency response services. By utilizing our nationwide site resources, professional service capabilities and quality staff, we are able to satisfy customer needs in a professional, responsive and prompt manner and capture rapid development opportunities in the wireless communications industry as well as arising from other industries.

We believe that our services have distinctive advantages in the following aspects:

- Coordinated site planning and premium integrated solutions to support customers’ rapid network deployment: We are able to be responsive and efficient through consolidating customer demands, taking a lead in site planning and reserving key site resources in advance. We distinguish ourselves by providing customers with flexible and diversified integrated solutions. For customers in the wireless communications industry, we provide integrated solutions for wireless communications coverage by combining macro cells and small cells as well as coordinating indoor and outdoor coverages. For customers from other industries, we provide integrated solutions including site resources services and information services.

## **BUSINESS**

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- Comprehensive power supply assurance system to support undisrupted and stable operations of customers' equipment: Continuous and stable power service is critical to network operations of TSPs. We offer comprehensive power services through multiple power assurance measures. In addition to utility electricity and other standard power assurance measures, we also provide (i) backup power, including batteries and gasoline and diesel generators, for sustainable power supplies and (ii) incidental power services to assure the operation of telecommunications infrastructure in natural disasters, emergencies and significant public events.
- Fully monitored and responsive maintenance service to provide fundamental support for stable operations of customers' equipment: We have built a centralized maintenance monitoring platform supported by smart FSUs and sensors to carry out 24x7 real-time monitoring over the operating conditions of more than 1,400,000 sites across China. We timely address and resolve disruptions through our maintenance team and centralized management system for dispatching nationwide electronic orders. Moreover, we provide a central customer service hotline 10096 to quickly respond to customer inquiries.

We believe that, by leveraging our outstanding capability to offer comprehensive services, we are able to continue to enhance customer loyalty, strengthen our market position, and expand our customer base.

**Great potential for business with customers from different industries: Based on our unparalleled site resources and outstanding capability in providing integrated services, we explore new business growth areas**

Technologies such as IoT, big data and artificial intelligence have been developing rapidly in the PRC and are driving rapid growth in the demand for informatization in all industries. In response to this trend and by expanding the scope of our services, improving the value proposition of our services and addressing needs of customers from different industries, we conduct our TSSAI business to increase our marginal profit and develop our diverse business.

As of December 31, 2017, our customers included government authorities in charge of environmental protection, broadcasting and digital television, forestry, marine and other industries, and enterprises engaging in satellite positioning, IoT, private communications networks for governments and enterprises. In addition, we continue to develop customers from other industries. By using our nationwide site resources, we promptly address our customers' demands for rolling out their nationwide or regional network coverage in the PRC and provide our professional maintenance services. We assist customers to build different types of networks such as broadcasting and digital television networks, ground-based satellite signal augmentation systems, environmental protection surveillance networks, and meteorology surveillance networks. In addition, through consolidating data collection device, transmission network, data platform and other resources, we are able to provide information services including data collection, transmission, analysis and application. For example, we provide centralized video surveillance for air quality in all districts of Tianjin through consolidating tower sites, dedicated transmission lines, thermal imaging cameras and data platforms. As of December 31, 2017, we deployed thermal imaging cameras at over 600 sites covering areas over 1,000 square kilometers.

## **BUSINESS**

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During the Track Record Period, the number of our customers in, and the revenue from, our TSSAI business continued to grow. The accumulated number of our customers increased from 281 as of December 31, 2016 to 1,241 as of December 31, 2017, while the number of our tenants increased from 2,169 as of December 31, 2016 to 18,637 as of December 31, 2017. Substantially all of the demands from such customers have been satisfied through co-location at our existing sites, which means we improve the utilization of our sites as well as operating revenue with relatively lower additional capital expenditures at a single site. Our operating revenue from our TSSAI business increased from RMB19 million in 2016 to RMB169 million in 2017. We believe that the capability in providing integrated services based on our site resources is the important foundation for further exploring customers from different industries, and will help us create new business opportunities and growth areas.

### **Leading operational efficiency: An efficient, innovative and sophisticated management model allows us to achieve operational efficiency and optimize operating costs**

Our sophisticated management and service ability is strengthened by our innovation capacity, which is demonstrated in our management system, management philosophy and information technology applications and allows us to achieve highly efficient operations and optimize operating costs. Specifically, we have:

- optimized and efficient management system: we have a streamlined management structure, and professional and highly efficient operation personnel. According to the F&S Report, the average number of sites per employee was higher than our peers in global markets. As of December 31, 2016 and 2017, the average number of sites per employee was 120.8 and 124.8, respectively;
- centralized and integrated management platform: our self-developed integrated management platform provides effective support for our operation workflows, including undertaking demands, site acquisition, site construction and site maintenance. We have also built a management system throughout the lifecycle of our assets to improve and refine our management;
- individual site accounting management system: we have established a management system, which allows us to measure profit or loss and record our revenue and costs on an individual site basis, and therefore to achieve sophisticated management of our operations;
- standardized construction management: leveraging our large business scale, we have (i) provided standardized and diversified integrated solutions, (ii) established project management and quality management on techniques and procedures driven by standardized specifications, (iii) established industry standards for telecommunications tower infrastructure industry in the PRC, and (iv) promoted the joint development of the public utility towers and poles and the telecommunications towers, through which we are able to shorten the time for our site construction, lower our construction costs, and enhance the quality of our project management and operation efficiency;

## **BUSINESS**

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- “E-maintenance” model: with the help of our centralized maintenance monitoring platform, we have online remote control over maintenance through our online maintenance order distribution system. The ratio of our breakdown handling within eight hours and the ratio of our on-time power generation services increased from 98.7% and 95.8% in 2016, respectively to 99.2% and 96.3% in 2017, respectively; and
- “E-procurement” platform: we have built the first platform that features e-commerce in the telecommunications tower infrastructure industry in the PRC with a “one click to serve nationwide” function. We conduct optimized and transparent online procurement of materials and services needed for site construction, operation and management. As a result, our local branches are able to (i) conduct their procurement based on their current demand and in real time, (ii) satisfy their procurement needs more quickly and more efficiently, and (iii) lower the procurement costs.

Benefiting from the above measures and results, our operating efficiency continued to improve. Our average repairs and maintenance expenses for an individual site decreased by 0.9% from RMB3,318 in 2016 to RMB3,288 in 2017. The percentage of our repairs and maintenance expenses in total operating revenue decreased by 1.3% from 10.3% in 2016 to 9.0% in 2017. The percentage of our employee benefits and expenses in total operating revenue decreased by 0.5% from 6.7% in 2016 to 6.2% in 2017. We believe that with our optimal and efficient management system, and innovative and sophisticated management model, we will maintain our leading position in operating efficiency in the industry.

### **Experienced management and high caliber employees: They provide significant support for our business development and implementation of our strategies**

Our management team has a prominent strategic vision and extensive management experience, as well as an in-depth understanding of the telecommunications industry. Our Chairman of the Board and most of the senior management members each has more than 20 years of working experience in the telecommunications industry and has extensive front-line management experience. They have played an important role in leading our rapid development since our establishment. We believe that by leveraging their management experience and professional knowledge accumulated in the telecommunications industry, our visionary management team will be able to increase our overall profitability and create more value for Shareholders by (i) capturing future business opportunities based on market trend, (ii) forming favorable development strategies, (iii) evaluating and managing risks, (iv) leading in all types of services, construction, operation, maintenance and management tasks.

We have a stable, efficient and high-quality team of employees, including talents in marketing, operation and technology with extensive industry experience. As of December 31, 2017, we had 15,007 employees, 14,466 of whom had bachelor’s degree or above qualifications, accounting for 96.4% of all employees; and 2,592 of whom had postgraduate or above academic qualifications, accounting for 17.3% of all employees. As of December 31, 2017, the employees who had been working for five years or above accounted for 82.0% of all employees. A team of employees with extensive experience and expertise are critical to our business success. As a result, we will continue to focus on attracting, recruiting and training talents. Our employees can also share their experiences



## **BUSINESS**

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in the aspects of customer service, technical exploration and innovative practice through a centralized online platform, which will strengthen the cooperation, cohesion and execution capabilities of our team. We believe that a team of high caliber employees is a significant support for the efficient implementation of existing business plans and future strategies.

### **Business Strategies**

In correspondence with (i) the PRC government’s implementation of its “Cyber Power,” “Digital China” and “Smart Society” strategies and (ii) its vision of “innovative, coordinated, green, open and sharing,” we plan to fully capture the opportunities arising from the rapid growth of the wireless communications industry. By reinforcing our backbone business of telecommunications tower infrastructure services and further growing our business through vigorous development of our TSSAI business, we endeavor to be a world-class information communications infrastructure service provider.

We remain committed to “sharing” as our core value, further increase the level of site co-location and enrich our sharing-oriented services. In order to achieve sustainable development, we will continue to enhance our operational efficiency and improve our comprehensive service capabilities. We will:

- maximize the utilization of our existing site resources, and consolidate and guide the demands from our customers to continuously improve our site co-location, reduce service costs and enhance our asset operational efficiency and profitability;
- be proactive to local policy supports for our access to infrastructure resources and expand the functionality of public utility towers and poles to serve as telecommunications towers and further reduce our investment and construction costs;
- further explore opportunities to provide diversified services to customers from different industries by expanding the functionality of existing telecommunications towers to serve as public utility towers and poles and improve our enterprise value; and
- provide integrated wireless communications coverage solutions to TSP customers and develop integrated trans-sector information service solutions to extend our site co-location to the “integrated sharing,” including the sharing of our last-mile transmission and infrastructure resources, and by doing so, we seek to better capture the industry growth opportunities.

## **BUSINESS**

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In order to execute our business strategies, we plan to further reinforce and develop our “one core, two wings” business structure, with tower business being the core, DAS business along with innovative energy services being one wing and TSSAI business along with overseas expansion being the other, through the following measures:

### **For tower business, we will strengthen our industry leading position**

- **Macro cell business:** We aim to grow together with TSPs and reinforce our leading position in macro cell business. We will (i) leverage our strength in coordinating site planning with the TSPs’ network planning, and fully consolidate demands to improve our site co-location, (ii) lower our capital expenditures, satisfy our customers’ demands more quickly and help lower their costs in network deployment by fully utilizing the resources of the public utility towers and poles, and (iii) extend the scope of our site co-location to more comprehensive sharing by providing TSPs with integrated solutions
- **Small cell business:** We aim to expand the scale of our small cell business. We will constantly improve our ability in carrying out small cell business and meet TSPs’ needs for small cell constructions with quality and efficiency by (i) taking advantages of our differentiated strengths such as obtaining social resources, coordinating in properties entries and facility maintenance, and (ii) providing various services, such as self-built sites, site co-location through public utility towers and poles, or sharing of power access, maintenance, site acquisitions and property coordination without constructions of towers or poles.

### **For DAS business, we will improve our ability to satisfy our customers’ demands**

- We will adapt to customer coverage demands under different scenarios and satisfy their different needs to increase our service competitiveness by (i) increasing the application scenarios of our DAS business, (ii) enriching our service offerings, (iii) providing a variety of products and technological solutions to our customers, and (iv) exploring 5G DAS solutions.

### **For innovative energy services, we will promote green energy application**

- We will proactively recycle retired electric vehicle batteries to replace lead-acid batteries. We aim to benefit us and create value for the society by utilizing retired electric vehicle batteries, solar power and wind power through a systematic approach.

### **For TSSAI business, we will explore potential in various markets**

- We will explore new business growth areas by (i) further maximizing the value of our site resources and providing site resources service to more customers from different industries; and (ii) offering integrated information service solutions through improving our capability to provide comprehensive services, consolidating public resources, and establishing an open and collaborative industry ecosystem.



## **BUSINESS**

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### **For overseas expansion, we will prudently seek development opportunities**

- We believe that the “Belt and Road Initiative” proposed by the PRC government will bring opportunities for us into the global telecommunications tower infrastructure service markets. We will avail ourselves of such strategic opportunity and focus on relevant countries and regions. We seek different ways of investment and overseas opportunities prudently to explore new growth areas, thereby achieving sustainable development.

In addition to the above business measures, we will carry out our strategies by further enhancing management model innovation capability, cultivating our talent and performing our social responsibilities:

### **Further enhance our management model innovation to increase our operational efficiency**

- We intend to motivate our local branches and improve efficiency through: structural optimization, people development and pro-innovation. By doing so, we seek to strengthen our competitiveness and promote healthy and sustainable development.
- We intend to increase the quality and efficiency of our maintenance services by enhancing our professional maintenance capability and exploring new maintenance management model through precise monitoring and big data analysis. In order to support our business innovations, we intend to improve our business operations, management process and integrated management and application platforms.

### **Cultivate talents to drive our sustainable development**

- We intend to continue to grow our technology talent reserve and we regard the success of our employees as the source and the foundation for our sustainable and healthy development. We intend to build a structurally reasonable and professional team across all levels by (i) forming our human resources plan based on our strategic needs, (ii) establishing a market-oriented remuneration and incentive program and performance management system and continuing to explore incentive mechanisms to better align the interests of management, employees and our Company, and (iii) establishing a long-term training program.

### **Fulfill our social responsibilities to raise our corporate image and social value**

- To raise our brand awareness, we will continue to fulfill our social responsibilities in the following major aspects: (i) resources saving: we will continue to promote the co-location of infrastructure resources, saving industry investments, reducing land usage to facilitate building a “resource conserving society”; (ii) environmental protection: we will apply wind, solar and other new energy technologies, and undertake research, design and construction of our sites in harmony with the surroundings to facilitate building an “environmentally friendly society”; (iii) emergency handling: we will provide uninterrupted power supply and maintenance services to TSPs and customers from different industries to perform our responsibilities in providing telecommunications emergency

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## **BUSINESS**

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handlings; (iv) targeted poverty alleviation: we will endeavor to participate in poverty alleviation, support building information infrastructure in relatively underdeveloped regions, support charitable efforts, to facilitate building a harmonious society.

### **Our Business**

Our business primarily comprises (i) tower business, including macro cell and small cell businesses, (ii) DAS business and (iii) TSSAI business. In addition, we also carry out other businesses including our transmission service.

The table below sets out the breakdown of our operating revenue for the periods indicated.

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(RMB million)</b>		
Tower business	8,756	55,552	67,085
Macro cell business	8,756	55,552	66,828
Small cell business <sup>(1)</sup>	—	—	257
DAS business	45	421	1,284
TSSAI business <sup>(2)</sup>	—	19	169
Others <sup>(3)</sup>	1	5	127
<b>Total</b>	<b><u>8,802</u></b>	<b><u>55,997</u></b>	<b><u>68,665</u></b>

*Notes:*

- (1) We were not engaged in small cell business in 2015 and 2016.
- (2) We were not engaged in TSSAI business in 2015.
- (3) Revenue from others include revenue generated from transmission services, commissions for paying electric power charges on behalf of customers, and income from leasing some of our properties. Through our transmission service, we provide short interval tubes, poles and other facilities to our tenants.

We focus on our tower and DAS businesses with TSPs, while seeking diversified businesses and new growth areas of our operating revenues by developing TSSAI business.

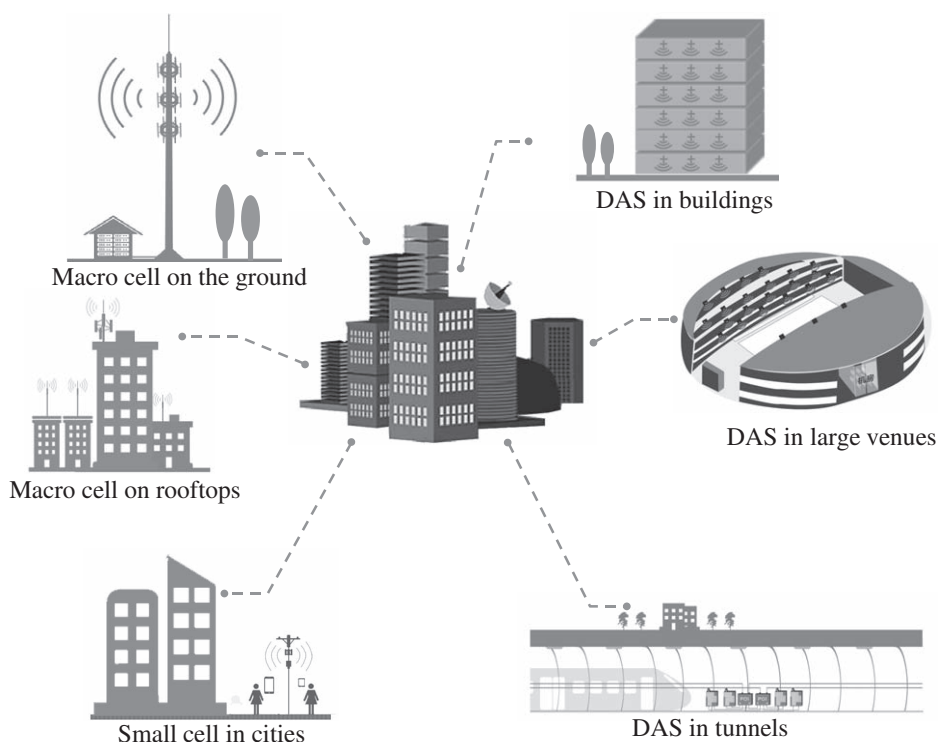
**BUSINESS**

Other than operating revenues as mentioned above, we also evaluate our businesses based on their respective number of tenants. During the Track Record Period, substantially all of our tenants were from macro cell business. The following table sets out the number of tenants by businesses as of the dates indicated.

	As of December 31,		
	2015	2016	2017
Tower tenants	1,939,063	2,402,820	2,645,223
Macro cell tenants	1,939,063	2,402,820	2,629,024
Small cell tenants	—	—	16,199
DAS tenants	3,532	13,646	23,615
TSSAI tenants	—	2,169	18,637
<b>Total</b>	<b>1,942,595</b>	<b>2,418,635</b>	<b>2,687,475</b>

**Businesses with TSPs**

We are primarily engaged in businesses with TSPs. To help them achieve a nationwide wireless communications coverage throughout the PRC, we carry out site constructions and maintenance across regions in the country and provide services to them. Given the vast territory with complex geographical features and different scenarios of wireless communications coverages in the PRC such as cities, towns, rural areas, villages, mountains, plains, tourist attractions, expressways, subways, high-speed railways and transportation hubs. We have been exploring different ways to apply our various infrastructure through matching and combining them to address wireless communications coverage needs from TSPs under different scenarios. Our primary businesses with TSPs are tower business, including macro cell and small cell business, and DAS business. The following diagram generally illustrates our tower and DAS business with TSPs in certain scenarios.



## **BUSINESS**

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### **Tower Business**

Our tower business comprises macro cell and small cell businesses.

### **Macro Cell Business**

Focusing on the demands from the TSPs for extensive wireless communications coverages all over the PRC, we have developed our macro cell business based on our tower sites geographically dispersed throughout the PRC. We provide site space on towers as well as shelters or cabinets to TSPs to host their antennas and other macro cell equipment. We also provide ancillary equipment and various services to ensure the smooth operations of our infrastructure and power and support continuous functioning of their macro cell equipment.

We provide site space, maintenance services and power services to TSPs in macro cell business.

- Site space. We provide our towers and our shelters or cabinets, and ancillary equipment to our TSP tenants for them to install their telecommunications equipment.
- Maintenance services. Our maintenance services include monitoring equipment operations, routine inspection, breakdown handling, property upkeep, working environment protection and operation analysis. Through our maintenance services, we assist our tenants to maintain continuous functioning of their equipment.
- Power services. We provide power access, batteries or backup power generation to our tenants' telecommunications equipment. Utility electricity can be provided to our tenants through our power access. In the event of a disruption in utility electricity, we offer our backup power assurance from batteries. In addition, we generate power using our gasoline or diesel generators to telecommunications equipment of our tenants in case that both utility electricity is disrupted and our batteries are exhausted.

In 2015, 2016 and 2017, our operating revenue from the macro cell business accounted for 99.5%, 99.2% and 97.3% of the total operating revenue, respectively.

## **BUSINESS**

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### **Small Cell Business**

Focusing on the demands from TSPs for supplementary coverages in urban areas with high density of population and buildings and certain non-urban areas, we provide tower site space to host small cell equipment from our tenants and conduct our small cell business. We also provide ancillary equipment and various services to ensure the smooth operations of our infrastructure and power to support the continuous functioning of the small cell equipment of our TSP tenants.

In our small cell business, we provide services similar to our macro cell business, including the site space, maintenance services and power services. See “— *Our Business — Business with TSPs — Tower Business — Macro cell business.*”

As wireless network coverages become further developed, small cell equipment is becoming a key component of the wireless communications networks of TSPs, and is widely used in commercial districts, streets, residential communities, tourist attractions, and transportation hubs. In the above scenarios and other scenarios with high traffic flows, we work with a number of enterprises, communities and other entities in the PRC to use their lighting poles, surveillance poles, utility poles, bus stop boards, sides of bridges, building rooftops in communities and building walls as our sites and reserve space for hosting small cell equipment. We commenced our small cell business in 2017. In 2017, our operating revenue derived from small cell business was RMB257 million. As of December 31, 2017, the number of the TSP tenants of our small cell business was 16,199.

### **DAS Business**

Focusing on the demands from TSPs for in-depth wireless communications coverage inside buildings and tunnels, we carry out DAS sites construction work in commercial buildings, large venues as well as subway tunnels, high-speed railway tunnels, expressway tunnels and other scenarios where indoor wireless communications coverages are required by TSPs, and conduct our DAS business. We offer our DAS sites to TSP tenants and connect their telecommunications equipment to our indoor distributed antenna systems, helping them receive and send indoor wireless communications signals, and enable such signals to spread cross buildings and tunnels. We also provide ancillary equipment, maintenance services and power services to ensure smooth operations of our DAS and power to support the continuous functioning of the equipment of our TSP tenants.

We undertake DAS projects in many regions in the PRC and expect to maintain and increase the number of DAS projects in due course. As of December 31, 2017, we carried out our DAS business through 16,978 DAS sites, including buildings such as Zhongguo Zun, the highest skyscraper in Beijing, and Terminal 2 of Guangzhou Baiyun Airport as well as 57 core high-speed railways and subways such as Hainan West-loop High-speed Railway, Yunnan Section of Shanghai-Kunming High-speed Railway, Dalian Metro Line 1, Chengdu Metro Line 2 and Wuhan Metro Line 3. We have established a track record of DAS business with increasing operating revenue as well as tenants. In 2015, 2016 and 2017, our operating revenue from the DAS business amounted to RMB45 million, RMB421 million and RMB1,284 million, respectively. As of December 31, 2015, 2016 and 2017, the number of TSP tenants in our DAS business was 3,532, 13,646 and 23,615, respectively.

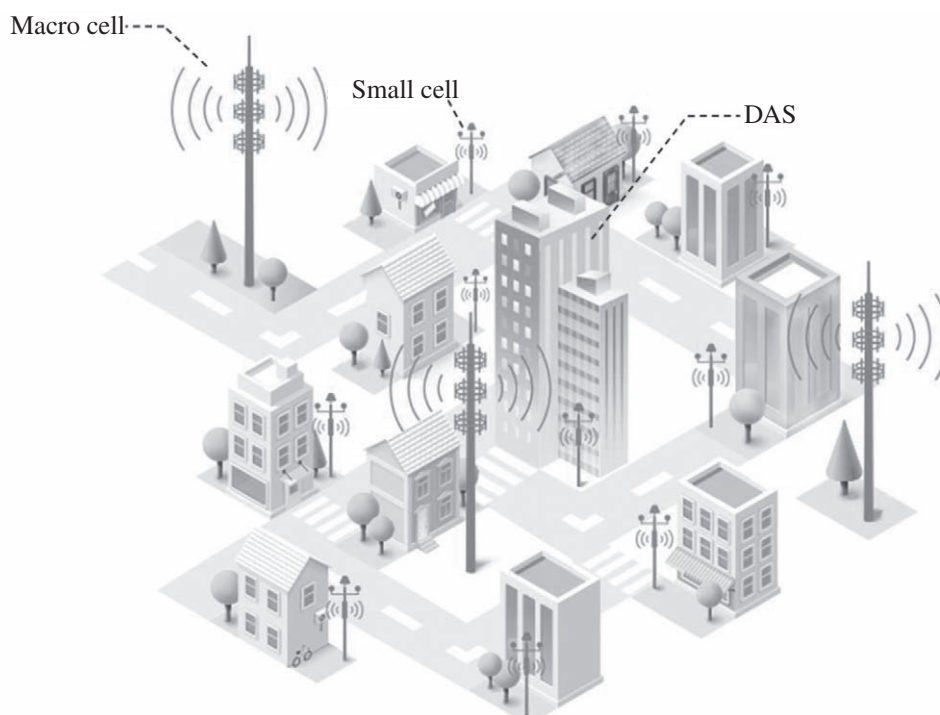
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## BUSINESS

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### Preliminary application of integrated solutions for wireless communications coverage

In response to the needs of TSPs for (i) indoor and outdoor wireless communications coverages through a mix of macro cells and small cells in certain areas, and (ii) continuous integration of our macro cell, small cell, and DAS businesses, we offer customers integrated solutions for wireless communications coverage. As we combine and coordinate our macro cell, small cell and DAS businesses in a specific area, we can support our customers to broaden their wireless communications coverages and increase their wireless communications network quality, with relatively lower costs. The following diagram generally illustrates our integrated solutions for wireless communications coverages.



Through the integrated solutions for wireless communications coverage, we are able to assist TSPs to offer even and seamless wireless communications network coverages between indoor and outdoor areas in scenarios with high density of population and buildings. We have started the preliminary application of such solutions since late 2017.

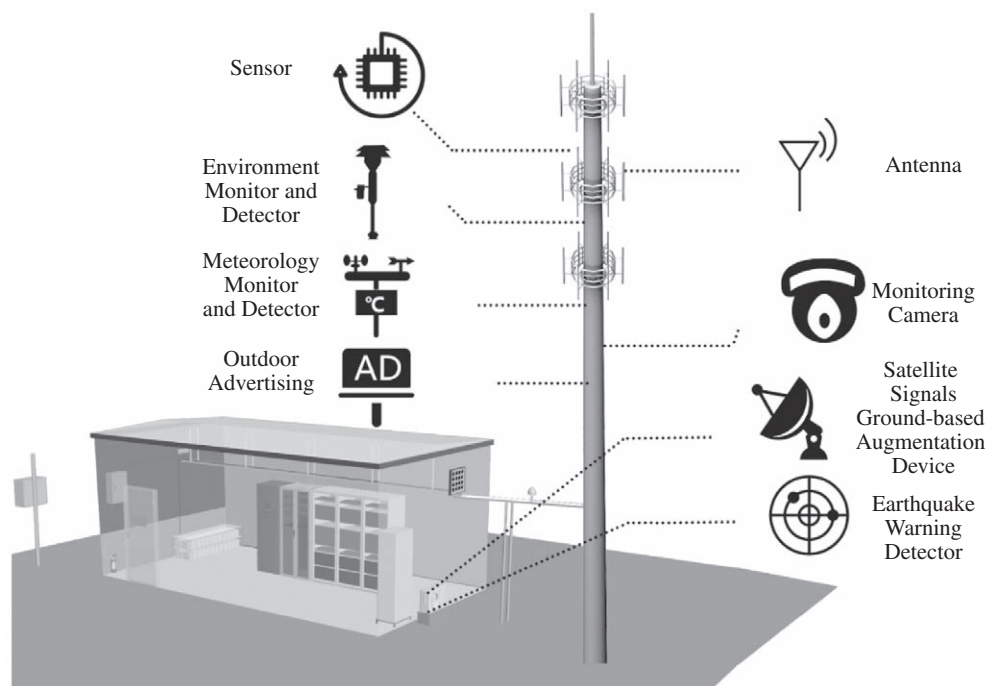
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## BUSINESS

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### TSSAI business with customers from different industries

In addition to providing services for TSPs, based on our site resources primarily, we offer a variety of services to customers from different industries in our TSSAI business to address their diverse needs. Through our sites dispersed nationwide, continuous power assurance, centralized maintenance monitoring platform as well as easy access to telecommunications networks, we are capable of providing our infrastructure, maintenance services and power services to our customers from different industries. Furthermore, by integrating data collection devices, transmission networks, data platforms and other resources, we are also capable of providing our customers with information services based on our sites. The diagram below generally illustrates our TSSAI business based on our site resources.



We have established a track record with a rapid growth in operating revenue derived from our TSSAI business since January 2016. In 2016 and 2017, operating revenue from our TSSAI business was RMB19 million and RMB169 million, respectively.

During the Track Record Period, we mainly provided site resources services and site-based information services for customers in our TSSAI business.

#### *Site resources service*

We provide site resources for customers to install certain equipment, and maintain smooth operations of such equipment through providing our maintenance and power services. Our site resources services primarily address our customers' needs for private communications networks for government and enterprises, and data collection. It mainly involves (i) private communications networks for government, enterprises from broadcasting and digital television, power, energy and civil aviation and other sectors, and (ii) data collections for satellite signals ground-based augmentation system, and surveillance for air quality, meteorology, seismology, drones, land, marine, expressways, railways and prevention of forest fire.



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## **BUSINESS**

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During the Track Record Period, we provided site resources service to a large number of customers. Taking government private communications network as an example, we provided services to install customers' equipment at our sites to ensure communications in emergency handling, public security, fire fighting and significant public events. Taking environmental protection data collection as an example, as of December 31, 2017, we cooperated with the environmental protection authorities from 13 provincial regions in the PRC and provided them tower sites to host PM2.5 detection equipment for air quality monitoring in areas such as streets, industrial parks, ring roads and high-tech parks.

### ***Site-based information service***

We integrate site resources, dedicated transmission lines, data platform, third-party equipment and other resources and are capable of providing our customers with information services for data collection, backhaul, aggregation, analysis and application.

During the Track Record Period, we had provided site-based information services to a number of customers. In Tianjin, we integrated our own site resources, dedicated transmission lines from TSPs, as well as thermal imaging cameras and data platforms from a third party in May 2017 and provided centralized video surveillance on air quality for all districts in Tianjin. In Shanghai, we integrated our own site resources, IoT equipment and data platform from IoT companies in October 2017 to assist local authority with real-time surveillance on well covers in the city. In Yunnan, we entered into an agreement with the municipal government of Lijiang in December 2017 and integrated our own site resources, dedicated transmission lines and data platform as well as third-party equipment to provide integrated information services including video surveillance, meteorological surveillance, environmental surveillance, emergency broadcasting, smart lighting and information announcement in tourist attractions for local authorities.

Other than the aforesaid two services, we also provide other services, including outdoor advertising, equipment and facility custody, construction and maintenance of facilities held by our customers.

### **Our Sites**

Sites are our cornerstones to carry out businesses. Based on our site distribution plan or the demands from our customers, we carefully select locations, acquire titles or use rights of the properties for such locations and build our sites. Our core competitive edge lies on our large number of sites and their reasonable distribution, which enables us to satisfy the wireless communications coverage demands from TSPs and specific needs from customers in different industries in the vast territory and complicated area characteristics in the PRC.

We operate our business based on our site resources. The table below sets out the types of our sites and their corresponding businesses.

<b>Type of sites</b>	<b>Corresponding businesses</b>
Tower sites	Macro cell, small cell and TSSAI
DAS sites	DAS and TSSAI



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## BUSINESS

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### Number of Sites

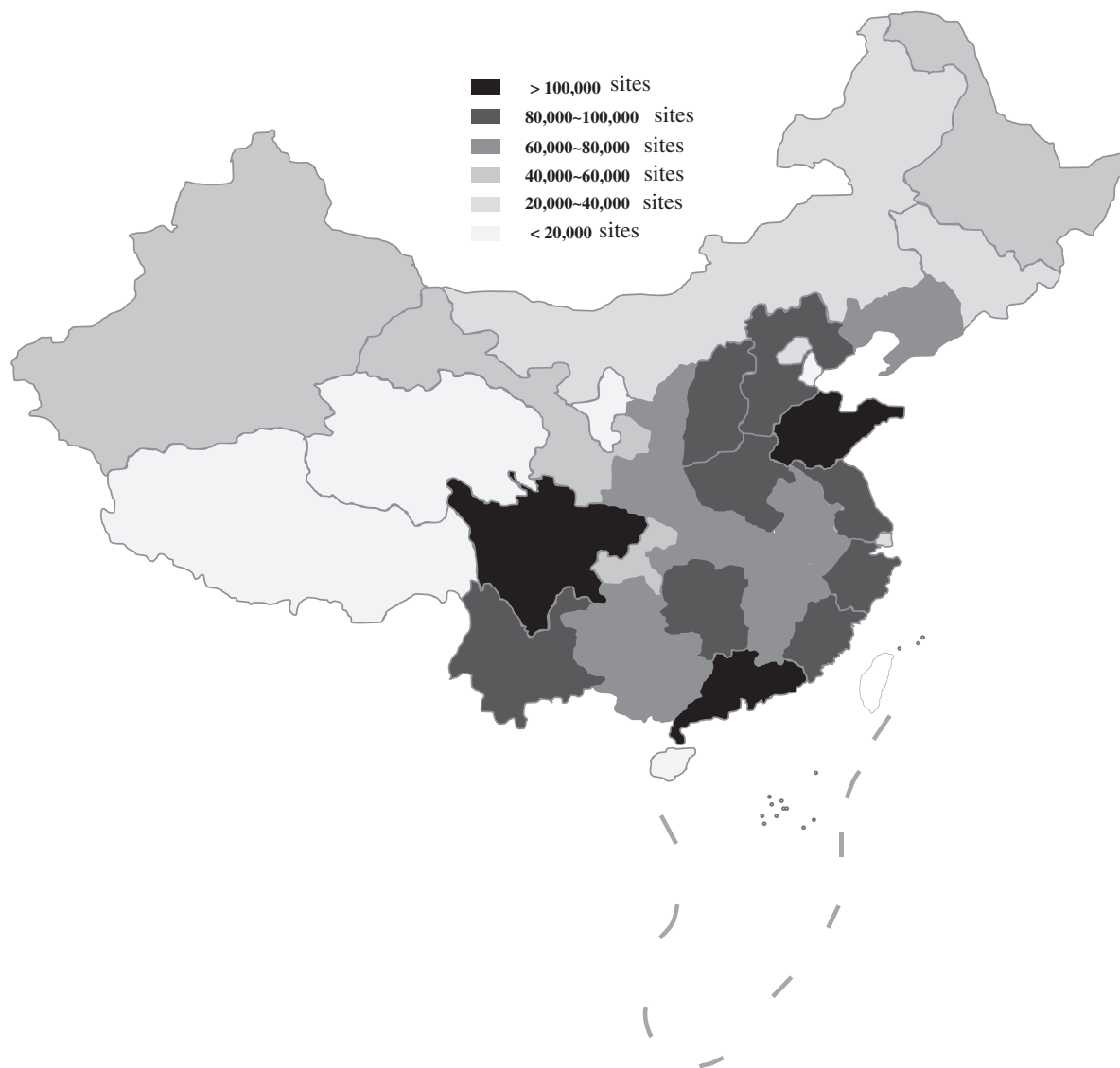
As of December 31, 2017, we had 1,872,154 sites in operation. According to the F&S Report, as of December 31, 2017, we ranked first among global telecommunications tower infrastructure companies in terms of the number of sites which surpassed the total number of sites in operation from the rest of the world’s top ten telecommunications tower infrastructure companies.

Substantially all of our sites are tower sites. Our tower sites are mainly acquired from the Telecom Shareholders and Telecom Group Companies. As of December 31, 2017, we had 1,438,828 tower sites acquired from them. For details on the arrangements for tower site acquisition, see “*History and Development — Major Acquisitions.*”

### Site Distribution

The nationwide distribution of our sites in the PRC helps TSPs achieve fast development and extensive wireless communications coverages.

The thermodynamic diagram below shows the distribution of our sites across all provincial regions in the PRC as of December 31, 2017.



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**BUSINESS**

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We strategically locate our sites in each provincial region according to economic development and population density. According to the F&S Report, our site distribution in each provincial region in the PRC is in line with its local economic development and population density. In areas with more developed economy and high density of wireless communications users, the distribution of our sites is relatively denser.

**Types of Sites**

According to applicable scenario for telecommunications tower infrastructure, our sites comprise tower sites and DAS sites. As of December 31, 2017, we had 1,855,176 tower sites in operation and 16,978 DAS sites in operation, accounting for 99.1% and 0.9% of the total number of our sites in operation, respectively. The table below sets out the number of our tower sites and DAS sites in operation as of the dates indicated.

	As of December 31,		
	2015	2016	2017
Tower site	1,517,710	1,723,247	1,855,176
DAS site	2,494	9,953	16,978
<b>Total number of sites</b>	<b>1,520,204</b>	<b>1,733,200</b>	<b>1,872,154</b>

Tower sites are operated on the ground or rooftops, and DAS sites are operated in buildings or tunnels. Accordingly, tower sites comprise ground tower sites and rooftop tower sites, while DAS sites comprise building DAS sites and tunnel DAS sites. The table below sets out the criteria for determining our tower sites and DAS sites.

Site type	Criteria for determination of a site
Tower site	<ul style="list-style-type: none"> <li>• A ground tower site usually comprises a ground tower, a shelter or cabinets and relevant ancillary equipment.</li> <li>• A rooftop tower site usually comprises a rooftop tower, a shelter or cabinets and relevant ancillary equipment on one rooftop.</li> </ul>
DAS site	<ul style="list-style-type: none"> <li>• A building DAS site usually comprises a set of indoor distributed antenna system and ancillary equipment installed in a building.</li> <li>• A tunnel DAS site usually comprises leaky cable, and ancillary equipment in a section of a tunnel.</li> </ul>

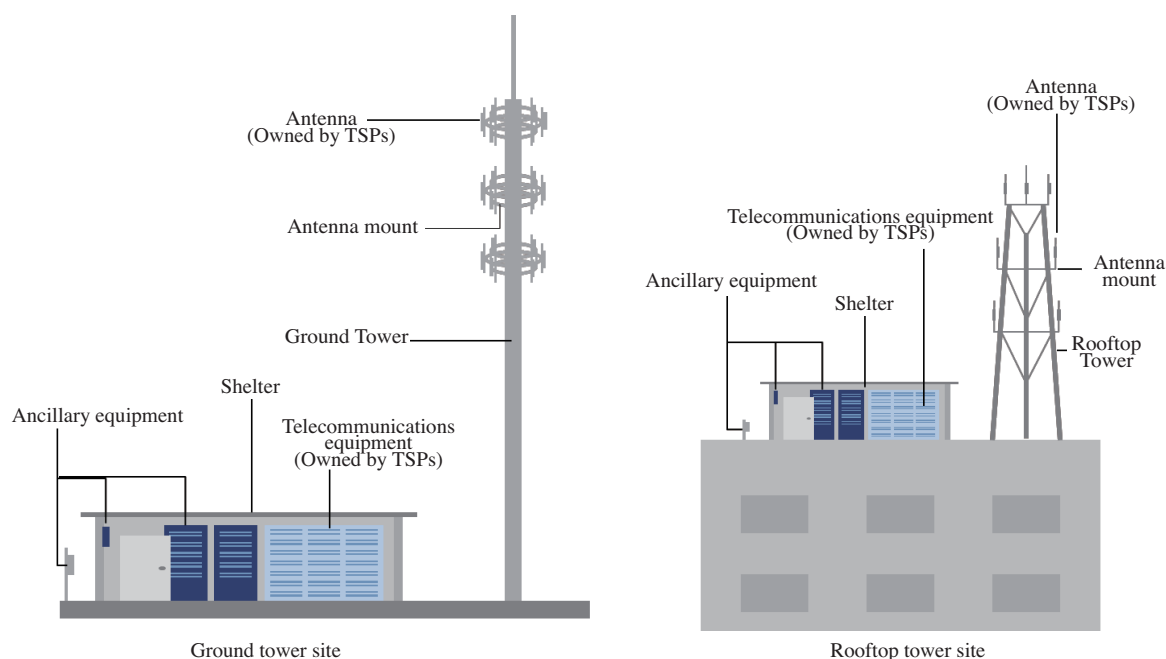
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**BUSINESS**

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**Tower Sites**

We build our tower sites on the ground or rooftops in consideration of the coverage objectives of TSPs, geographic features as well as costs. As of December 31, 2017, ground tower sites accounted for a large part of our tower sites. The diagram below generally illustrates our ground tower site and rooftop tower site and their respective main components.



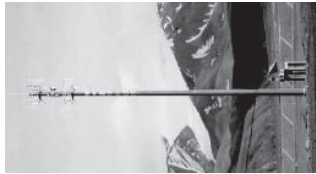




The table below sets out the main components of our tower sites and their brief introduction.

Components	Brief introduction
Towers	<ul style="list-style-type: none"> <li>Towers are our core assets, mainly used to host antennas from TSPs.</li> </ul>
Shelters or cabinets	<ul style="list-style-type: none"> <li>Including self-built shelters, leased shelters or integrated cabinets, primarily for storage of telecommunications equipment owned by TSPs and our ancillary equipment.</li> </ul>
Ancillary equipment	<ul style="list-style-type: none"> <li>Including power access, power distribution boxes, switch-mode power supply, batteries, air conditioners, smart FSUs and other equipment.</li> </ul>
Ground space	<ul style="list-style-type: none"> <li>Typically a parcel of land or area that we owned, leased or otherwise used.</li> </ul>

BUSINESS

*Types of towers*

We conduct analysis on different types of towers and divide them into five subcategories according to standard construction costs and applicable scenarios. The table below set out the five subcategories of towers, as well as their applicable scenarios and sample pictures.

Category	Subcategory	Description	Applicable scenario	Sample picture
Ground tower	General ground tower	Mainly referring to various types of towers constructed on the ground that can host more antennas and with antenna heights up to 50 meters, which primarily consist of monopoles, lattices and angle-steel towers.	Mainly applying to plains, mountains, suburbs and cities with no aesthetic needs.	 - Monopole  - Lattice  - Angle-steel tower
	Landscaped tower	Mainly referring to various types of towers constructed on the ground that can host fewer antennas with lower antenna heights than general ground tower, primarily consisting of general landscaped tower and camouflage tower.	Mainly applying to streets in cities, communities, commercial centers and other areas with aesthetic needs.	 - General landscaped tower  - Camouflage tower

BUSINESS

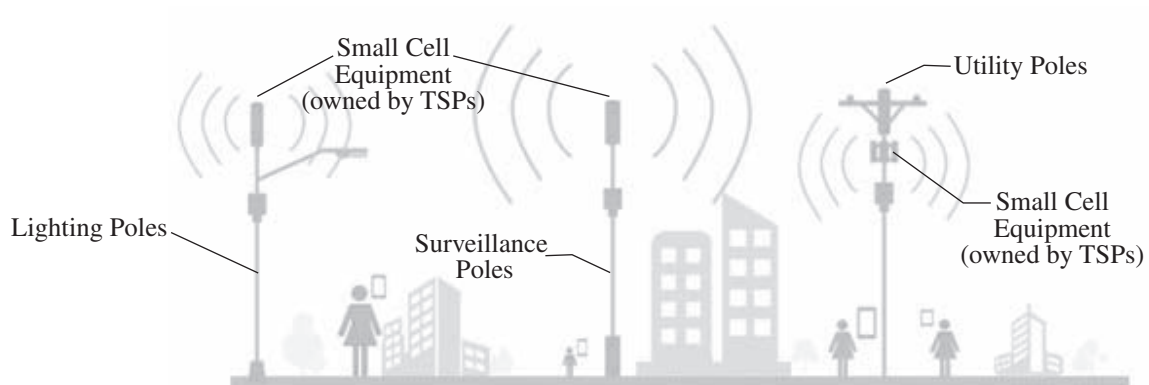
Category	Subcategory	Description	Applicable scenario	Sample picture
	Pole	Mainly referring to various types of simple poles constructed on the ground with antenna heights lower than 25 meters that can host fewer antennas than general ground tower, such as lamp poles and guyed poles.	Mainly applying to streets in cities, communities and mountains where customers host their antennas with lower heights.	 - Lamp pole  - Guyed pole
Rooftop towers	General rooftop tower	Mainly referring to various types of towers constructed on roofs that can host fewer antennas with lower antenna heights, which primarily consist of racks and stealth.	Mainly applying to areas with dense population and buildings in cities, or areas where site acquisition on the ground is not viable.	 - Rack  - Stealth
	Rooftop pole	Mainly referring to strut poles constructed on rooftops or walls with lower antenna heights on which no more than two sets of antennas can be hosted.	Mainly applying to areas with dense population and buildings in cities, or areas where site acquisition on the ground is not viable.	 - Rooftop pole

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## **BUSINESS**

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To address an increasing need for small cells from TSPs, we also acquire tower sites to carry out our small cell business. As small cell equipment is relatively lighter and smaller as compared to macro cell equipment and with lower antenna height requirement, we generally acquire lighting poles, surveillance poles, utility poles, bus stop boards, sides of bridges, building rooftops in communities or building walls as tower sites for small cell business. As of December 31, 2017, the number of such tower sites was 16,191. We believe that with in-depth 4G network coverage and deployment of 5G network by TSPs going forward, the number of such tower sites will continue to increase. The diagram below generally illustrates our tower sites for small cell business.



### **DAS Sites**

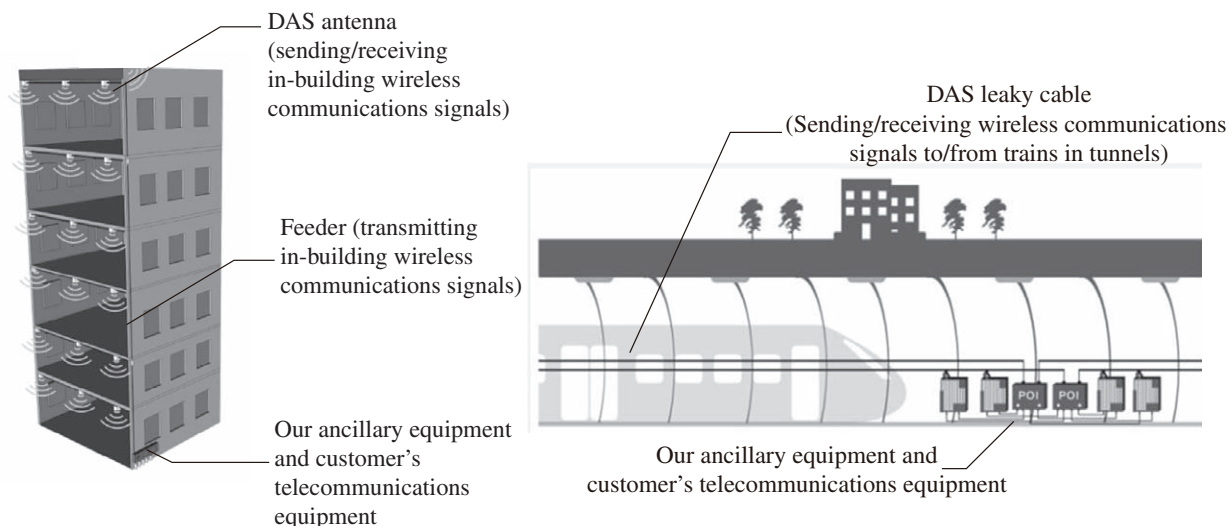
Our DAS sites comprise distributed antenna systems, power supply and ancillary equipment. They are normally categorized into building DAS sites and tunnel DAS sites to fit in buildings and large venues as well as tunnels in subways, high-speed railways and expressways. We install antennas, feeders, optical fiber cables, active and passive devices as well as other devices in our distributed antenna systems inside the walls and above the ceilings inside buildings to create a seamless in-building coverage of wireless communications signals from TSPs. We install leaky cables, optical

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## BUSINESS

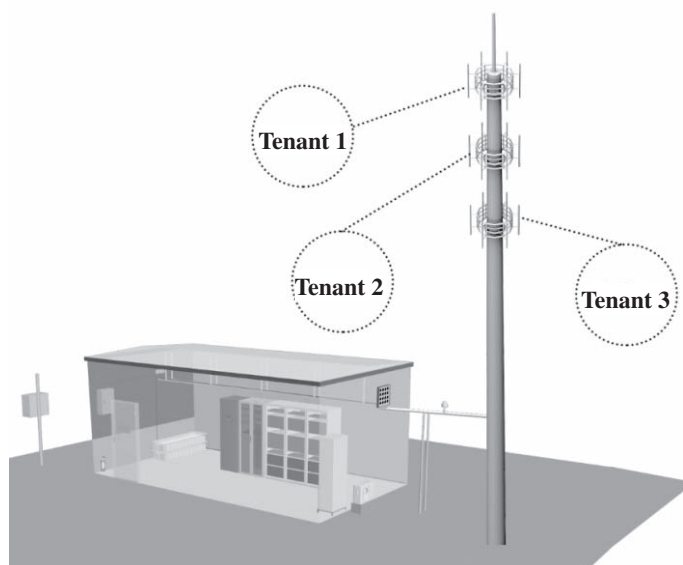
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fiber cables and other devices in our distributed antenna systems on the inside walls in tunnels to spread the wireless communications signals from TSPs along tunnels, covering trains and subways inside. The diagram below generally illustrates the signal transmission and equipment layout in building DAS sites and tunnel DAS sites.



### Site Co-location

We encourage our customers to co-locate at our sites. We serve multiple tenants at a single site, host their equipment and provide them with our services, which subsequently increase marginal profit of a single site. The diagram below generally illustrates a tower site typically co-located by three TSP tenants.



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## BUSINESS

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We focused on facilitating site co-location among the Big Three TSPs and had a significant progress during the Track Record Period. As of December 31, 2017, 70.4% of our new TSP tenants had been served through co-location. Apart from our tenants from the Big Three TSPs, our TSSAI business has contributed tenants from customers in different industries to our site co-location. The table below sets out our tenancy ratio, as well as the tenancy ratio of our TSP tenants for all sites in operation and ground tower sites in operation.

	As of December 31,		
	2015	2016	2017
Tenancy ratio	1.28	1.40	1.44
Among which the tenancy ratio of:			
TSP tenants for all sites	1.28	1.39	1.43
TSP tenants for ground tower sites	1.36	1.49	1.52

To facilitate our site co-location, we offer attractive co-location discounts to the Big Three TSPs and encourage them to prioritise adding new equipment at our existing sites or co-locating at our sites to be built after we undertake their wireless communications coverage demands. According to the F&S Report, the tenancy ratio of TSPs tenants in the PRC market in 2022 is expected to be 1.62. Therefore, we believe that there is still growth potential for increases of the tenancy ratio of our TSP tenants. In addition, as our TSSAI business develops, we believe that more tenants from our customers in different industries would participate at our site co-location, leading to a further increase in our tenancy ratio.

### Key Operation Workflows

Our operation workflows mainly include demand undertaking, site acquisition, site construction and site maintenance. Our business operations are primarily driven by demands. We undertake wireless communications coverage demands from our customers and match such demands with our site resources. Pursuant to match results, we satisfy their demands by augmenting our existing sites or identifying and building new sites. After delivering our sites to customers for hosting their equipment, we carry out site maintenance work in order to assist our customers in maintaining smooth functioning of their equipment. The chart below generally sets out our key operation workflows.



### Demand Undertaking

We commence our operations with undertaking wireless communications coverage demands from TSPs. We have a well established mechanism for analyzing customers’ demands and matching site resources via our integrated management platform. Through such mechanism, we are able to identify the demands which could be addressed by co-locating at our existing sites and augmenting such sites to host more equipment. Otherwise, we acquire and build new sites and provide them to our customers.



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**BUSINESS**

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**Site Acquisition**

Site acquisition is an important competitive advantage in our daily operations that distinguishes us from other telecommunications tower infrastructure companies. For the demands which cannot be addressed by using our existing sites, we identify locations for building new sites, obtain titles or use rights of properties and other necessary permissions for site construction, and ensure services to be provided to customers through such sites. Therefore, our site acquisition mainly includes selection of site locations, coordination and negotiation and obtaining titles or use rights of properties and other permissions. The diagram below generally illustrates the procedures of our site acquisition.



We have built our site acquisition teams throughout the PRC and engage third-party service providers to assist us in site acquisitions. Moreover, our site acquisition efforts have been supported by the government, enterprises and public institutions. As of December 31, 2017, we entered into strategic cooperation agreements with 28 provincial governments in the PRC, under which we received various policy supports in site planning, site construction, site resources protection and sharing of infrastructure resources. In addition, we cooperate with public and private entities in the PRC to share towers and poles.

**Site Construction**

Our site construction comprises augmentation of existing sites and construction of new sites. We undertake augmentation at our existing sites by increasing site capacity, including height extension, foundation strengthening and extension of ground space, to accommodate additional tenants and host more equipment. We also construct new sites for our tenants to host their equipment. The table below sets out the number of augmentation projects completed at existing sites as well as new sites built and delivered for use for the periods indicated.

	For the year ended December 31,		
	2015	2016	2017
Augmentation projects completed at existing sites	251,662	371,234	357,007
New sites built and delivered for use	153,381	185,589	143,432

As of December 31, 2017, we had 11,937 sites constructed but not put into service and 41,337 sites under construction.

## **BUSINESS**

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We engage third party service providers to design, construct and supervise and we conduct our site construction quality control through the following ways: (i) Management of construction procedures, which is mainly carried out by developing standardized construction techniques and procedures. We issue a number of databases for techniques and procedures and make explicit requirements on the techniques and procedures of towers and DAS. We incorporate such databases into our IT system and subsequently achieve a centralized management. Our staff in charge of projects in local branches are responsible for supervising and inspecting the construction projects in accordance with such techniques and procedures. Meanwhile, our headquarters and provincial branches conduct online monitoring or regular on-site spot check on such projects. (ii) Acceptance specifications. Based on the requirements on our acceptance standards under the service framework agreements and our requirements on project quality, we issue acceptance specifications against material procured and construction projects, which mainly cover towers, DAS, shelters or cabinet and power supply equipment.

### **Site Maintenance**

Our maintenance work primarily includes breakdown handlings. We build an IT system for breakdown handlings to streamline procedures and increase our maintenance efficiencies. The IT system allows us collect alarms from smart FSUs installed at our sites, send maintenance orders to nationwide field maintenance teams, oversee maintenance work and collect replies of maintenance orders through mobile applications. Apart from breakdown handling, we also provide emergency handling for our customers. We set up emergency handling departments and adopt a number of measures to assist our customers in natural disasters, emergencies and significant public events. As of December 31, 2017, we had 29,855 emergency vehicles and 185,263 gasoline or diesel generators to handle breakdowns and emergencies. As of the Latest Practicable Date, there was no emergency events that had a significant impact on our overall operations in relation to our sites.

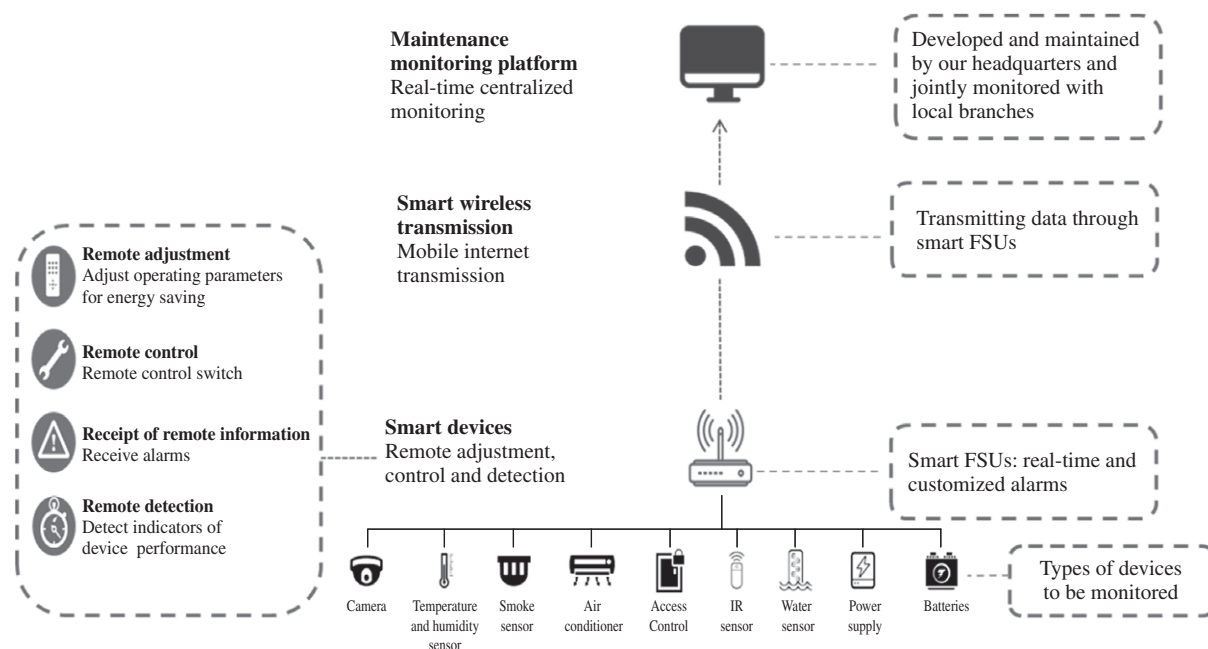
While possessing capabilities essential to site maintenance, we outsource on-site maintenance to third parties in order to maintain our operating capabilities and achieve better cost-effectiveness. We establish a number of criteria for selecting third-party maintenance service providers and enter into outsourcing maintenance service agreements with them.

Apart from the above on-site maintenance work, our maintenance staff upkeep site resources and manage property costs using IT systems. Supported by our IT systems, we are capable of (i) upkeeping relationships with property owners and resolving their feedbacks and issues, (ii) managing property lease contracts, ground lease charges and electric power charges, (iii) strictly supervising site demolition and relocation, and (iv) collecting and trimming property data from over two million properties across the PRC. During the Track Record Period, we had increased the renewal rate of our property contracts and accuracy of property data, while complaints from property owners and site disputes had both dropped.

To support our site maintenance, we build our own maintenance monitoring platform and install smart FSUs and sensors at our sites. Various types of sensors are equipped at our sites to collect data reflecting power and environmental changes. And by transmitting such data through our smart FSUs

## BUSINESS

to our maintenance monitoring platform, we are capable of real-time centralized monitoring of our sites. Our maintenance monitoring platform is capable of managing over one million sites and equipping us with visible, managable and controllable maintenance. The diagram below generally illustrates the structure and process of site monitoring in a single site.



We started compiling the number of monitored sites in April 2016. In 2016 and 2017, there were 1,145,490 and 1,498,577 monitored sites installed with smart FSUs and sensors, respectively. As of December 31, 2017, we had installed smart FSUs and sensors in substantially all sites suitable for remote monitoring. For a small number of sites that cannot be installed with smart FSUs and sensors, we enhance our on-site inspection to ensure smooth operations of our facilities.

### Our Customers

Our customers are all based in the PRC, of which the Big Three TSPs are the most important ones. In conducting our TSSAI business, we have customers from different industries such as environmental protection, broadcasting and digital television, satellite positioning, energy, marine and agriculture.

As far as our Directors are aware of, during the Track Record Period, save for our three Telecom Shareholders, neither the Directors, their respective associates, nor any Shareholders who own more than 5% of our issued shares to the best knowledge of the Directors, had any interest in any of our five largest customers.

### TSP Customers

We primarily provide our services to the Big Three TSPs. We have entered into relevant agreements in respect of our services provided to the Big Three TSPs, including the Commercial

## **BUSINESS**

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Pricing Agreements, the Supplemental Agreements to the Commercial Pricing Agreements and the Service Agreements. For information on the principal terms of such agreements, see “*Connected Transactions — Principal Services Provided to the Telecom Shareholders — Agreements related to the Principal Services Provided to the Telecom Shareholders.*”

During the Track Record Period, our operating revenue derived from the Big Three TSPs accounted for substantially all of our total operating revenue. Therefore, we are exposed to customer concentration risk. See “*Risk Factors — Risks related to our business and industry — Our business relies on a limited number of customers.*”

### **Customers from different industries**

We are engaged in the TSSAI business with customers from different industries. With respect to our TSSAI business, The accumulated number of our customers increased from 281 as of December 31, 2016 to 1,241 as of December 31, 2017, while the number of our tenants increased from 2,169 as of December 31, 2016 to 18,637 as of December 31, 2017. For information on such customers and the volume of such business, see “— *Our Business — TSSAI Business.*”

### **Pricing**

The prices for our services are determined with reference to our costs and other related factors as well as market prices and through our negotiations with customers. For pricing of services in tower and DAS businesses, we determine the prices with reference to our costs and other factors. For services in TSSAI business, the prices are determined with reference to market prices and through our negotiations with customers.

As operating revenue derived from our macro cell business accounts for a substantial all of our total operating revenue, our pricing policy for services in this business ensures that our operating revenue covers the costs of construction and operation to the most extent in the course of our business. As a result, we are able to maintain an adequate cash flows and a desirable profit level in supporting a long-term operations of our business.

### **Pricing for services in tower business and DAS business**

The detailed pricing mechanism for use of our site space in tower business and our distributed antenna systems in DAS business are prescribed under the Commercial Pricing Agreements and a Supplemental Agreement to the Commercial Pricing Agreements. Our maintenance service cost, together with various other factors, have jointly constituted the pricing mechanism for tower and DAS businesses. Furthermore, we charge our customers for extra backup power assurance from our batteries beyond a standard duration and our power generation services. We negotiate with our customers to determine whether to charge a lump sum fee or a fee based on actual cost incurred for such extra services. The details of such pricing mechanism are also provided in the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements. In addition, transmission service fee is charged according to the actual cost pursuant to the provisions of our transmission products under the Commercial Pricing Agreements and Supplemental Agreements to the Commercial Pricing Agreements.

## **BUSINESS**

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The above prices reflect certain cost markup. In addition, we offer tenants with co-location discounts based on the number of tenants at an individual site. We provide different co-location discounts on the base prices, site fees and power access fees for tower products and DAS products under the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements. In early 2018, we adjusted the pricing mechanism including cost margin and co-location discounts. For details on the pricing for services in relation to our tower products and DAS products, see “*Connected Transactions — Principal Services Provided to the Telecom Shareholders — Agreements related to the Principal Services Provided to the Telecom Shareholders.*”

While applying the pricing mechanism of services in our small cell and DAS businesses stipulated in the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements, we also take into consideration the market price and negotiate with the Big Three TSPs.

### **Pricing for services in TSSAI business**

We determine the prices for services in TSSAI business by negotiating with customers with reference to market prices. In determining the prices for such services, we generally take into accounts (i) cost incurred for providing such services; and (ii) our internal benchmark.

### **Pricing Adjustment in 2018**

In early 2018, we entered into the Supplemental Agreements to the Commercial Pricing Agreements with each of China Mobile Company, China Unicom Corporation and China Telecom, pursuant to which certain variables, including cost margin and co-location discounts, used in the standard pricing formula for services in our macro cell business were adjusted with effect from January 1, 2018. See “*Principal Connected Transactions — Principal Services Provided to the Telecom Shareholders — Agreements related to Principal the Services Provided to the Telecom Shareholders.*”

### ***Cost Margin Adjustment***

Before January 1, 2018, we charged our customers a cost margin of 15% for tower business. Pursuant to the Supplemental Agreements to the Commercial Pricing Agreements, we adjusted such cost margin to 10%.

### ***Co-location Discount Adjustment***

We offer different discounts to our tenants from the Big Three TSPs who participate in site co-location according to the number of co-located tenants at an individual site. Moreover, we provide an additional 5% co-location discount to the anchor tenant. According to the Supplemental

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**BUSINESS**

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Agreements to the Commercial Pricing Agreements, we adjusted the co-location discounts of the base price. The table below sets out the co-location discounts offered to co-located tenants and the anchor tenant on the base prices under different co-location conditions before and since January 1, 2018.

	Co-location Discounts of the Base Price	
	Before January 1, 2018	Since January 1, 2018
Discount for the second tenant when co-located by two tenants	20%	30%
Discount for the second and third tenants when co-located by three tenants	30%	40%
Discount for the anchor tenant when co-located by two tenants	25%	35%
Discount for the anchor tenant when co-located by three tenants	35%	45%

**Marketing**

During the Track Record Period, we incurred insignificant expenses for marketing due to the fact that we mainly conducted businesses with the Big Three TSPs. Such businesses were under a demand-driven business model. Generally, we construct our sites and offer our services to the Big Three TSPs by undertaking their coverage demands. Our marketing activities mainly involve participating in exhibitions, advertising campaigns and precision marketing activities for customers in our TSSAI business.

**Procurement and Suppliers**

**Procurement**

We established an online e-procurement platform that features an e-commerce and “one click to serve nationwide” function (the “**E-procurement platform**”). Our E-procurement platform covers materials and services required in our construction, operation and management. The materials we procure mainly include construction materials for towers and shelters, ancillary equipment, power supply equipment, air conditioners and distributed antenna systems. In addition, we primarily procure construction design and field services, including site inspection, survey, supervision, construction and maintenance on sites. For materials and services that are not suitable for purchasing through our E-procurement platform and large-scale construction projects for which the procurement procedures are stipulated under PRC laws and regulations, we conduct procurement through a conventional bidding and quoting process and manage the whole process of such procurement through our IT system.

Our procured materials and services are all provided by our suppliers in China. We have selected a large number of suppliers across China through our E-procurement platform. There are two or more suppliers for each important material or service. In addition, we prudently purchase materials according to site construction orders and manage the storage of backup materials according to our site

## **BUSINESS**

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operations. Historically, we have not experienced any significant shortage or delay in delivery of our procured materials or services. In the meantime, we ensure that our purchase prices are commercially reasonable by comparing the offering prices from our suppliers on the E-procurement platform or through other ways such as bidding, negotiation and seeking quotes.

To prevent corruption in procurement, we separate our procurement personnel from suppliers selection personnel and enter into anti-corruption contracts with our suppliers. We have adopted a variety of procedures including online assessments and scoring. Our transparent suppliers selection procedure is designed to prevent corruption in procurement.

### **Suppliers**

Our suppliers mainly cooperate with us through E-procurement platform. The selection of our E-procurement platform suppliers must go through three steps which includes the certification by the headquarters, the selection by provincial branches and the selection by municipal branches. We use a transparent online tender process to select suppliers based on a variety of factors, including their business scale, product quality and certification, sales and customer service quality, technical capabilities and compliance with national standards and requirements. We enter into procurement framework agreement with the suppliers which normally lasts a year and cooperate with them by issuing procurement orders on a regular basis. Our suppliers provide quality guarantee to their materials and keep our business secrets strictly confidential. When the framework agreement expires, we evaluate the suppliers and determine whether to continue cooperating with them according to the evaluation results. Therefore, we have not signed any long-term strategic cooperation agreement with suppliers. We settle with the suppliers after receipt of invoices and are granted a credit period which varies case by case.

Procurements from our five largest suppliers accounted for approximately 12.9%, 14.5% and 18.2% of our total procurement expenditures and expenses in 2015, 2016 and 2017, respectively, while purchases from the largest supplier accounted for approximately 9.4%, 8.3% and 12.4% of our total procurement expenditures and expenses in 2015, 2016 and 2017, respectively. Procurement expenditures and expenses represent the addition of property, plant and equipment, land use right and software, and operating expenses include site operating lease charges, repairs and maintenance and other operating expenses. As our suppliers, Telecom Group Companies and their respective associates provide materials, property leasing, telecommunications services as well as design, supervision, construction, maintenance services and power generation services to us and were among the five largest suppliers respectively in 2015, 2016 and 2017. In addition, we mainly purchased batteries and telecommunications equipment from other suppliers during the Track Record Period.

Procurements from the Telecom Group Companies and their respective associates accounted for approximately 11.4%, 11.1% and 15.3% of our total procurement expenditures and expenses in 2015, 2016 and 2017, respectively. For purchases from Telecom Group Companies and their respective associates, see “*Connected Transactions — Other Transactions.*”

The Directors confirm that, as of the Latest Practicable Date, except for the Telecom Group Companies and their respective associates, none of the Directors or their close associates or our existing Shareholders who, to the knowledge of the Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest suppliers.



## **BUSINESS**

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### **Research and Development**

We have set up our R&D department for independent research and development and established long-term cooperations with external institutions. We have cooperated with several colleges and universities to carry out research and development on towers and shelters. We have also joined in the China Institute of Communications (中國通信學會), China Communications Standards Association (中國通信標準化協會), The Radio Association of China (中國無線電協會), China Association of Communication Enterprises (中國通信企業協會), IMT-2020 (5G) Promotion Group (IMT-2020(5G) 推進組) and International Telecommunication Union (ITU) to jointly promote research and development of new technologies and products of telecommunications tower infrastructure in response to development needs from new technologies, such as 4G, 5G and IoT. In addition, we have set up laboratories jointly with leading telecommunications and information technology companies in PRC as consortiums to carry out R&D for new technologies and products. As of December 31, 2017, we had 156 R&D and technical employees, representing approximately 1.0% of the total number of our employees.

Our research and development involves towers and shelters, DAS, power supply systems, site planning, TSSAI business, focusing on (i) appearances, structures, functions and materials of towers and shelters, (ii) standards and products of shared DAS, (iii) smart control of power supply systems, (iv) coordinated site planning, and (v) research and trials of TSSAI business. As of December 31, 2017, we had (i) established a standardized system for towers and developed new types of towers and shelters; (ii) taken the lead in preparing two DAS industry standards, formed two enterprise standards for passive DAS and optical fiber DAS and developed patented products of omni-directional DAS antenna used for the synchronous coverage of multi-systems and full-band polarized antenna; (iii) established a series of smart FSU products with unified hardware standards, developed switch-mode power supplies and an energy-saving air conditioner for base stations; (iv) established procedures and methods for site planning, facilitated coordinated site plannings in the telecommunications industry and independently developed a site planning system; and (v) completed the research and pilot operations of certain integrated solutions for information services.

We embrace the future trend of development of the telecommunications industry, keep close track on and participate in researching the IoT and 5G technologies. By focusing on new demands for infrastructure brought by the build-out of IoT and 5G networks, we continue to research and develop new products and new solutions and reserve relevant technologies.

### **Intellectual Property Rights**

To certain extent, our success depends on our ability to protect our patent technologies and our ability to conduct business without infringing any third party intellectual property rights. As of December 31, 2017, we had 154 patents, including 5 invention patents, 130 utility model patents and 19 design patents. We led in the preparation of 17 industry standards, mainly involving tower, power supply and DAS technology related telecommunications tower infrastructure. As of December 31, 2017, we had 115 trademarks, including “” which is of great significance to our operations. As of the Latest Practicable Date, we were not aware of any infringement by us of intellectual property rights owned by third parties, or by any third parties of any intellectual property rights owned by us. In addition, during the Track Record Period, we were not involved in any dispute or legal proceeding



## **BUSINESS**

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in relation to any material claims of infringement, either threatened or pending, of any intellectual property rights initiated by or against us that had a material adverse impact on our business. We mainly rely on a series of patents, trademarks, trade secrets, regulations and rules from government authorities and the Company and relevant requirements for our employees, suppliers and customers to protect our intellectual property rights.

### **Integrated Management Platform**

Our integrated management platform, covers key workflows of our business operations and provides efficient and accurate business data analysis. We are able to extract and filter data, based on its quality, from each sub-system and database regarding our sites, orders, projects, investment cost, revenue, cost, property and expenses in completing constructions, subsequently equipping us with an ability in reliable operation analysis. Key workflows and indicators of substantially all of our sites can be obtained through such operation analysis and displayed on the home page of our intranet interface. Such indicators mainly include signing of orders, delivery of sites, and commencement of site operations, as well as indicators mainly involving business development, project construction and maintenance services. Our integrated management platform not only can generate statements targeting different processes, but can also generate annual reports, monthly reports and weekly reports relating to business operations of local branches. Meanwhile, we push our data analysis down to each of our sites through the platform, so as to check in details of its operation status and subsequently achieve accounting of an individual site.

Our integrated management platform can conduct preliminary big data analysis and income analysis, which can be applied to building income forecast data model, building data cubes, developing analysis criteria library as well as conducting case studies. We plan to combine data collected by our smart FSUs with big data from entities in different industries to conduct big data analysis for operations through our intelligent analysis model, which will help us build customers evaluation models and conduct risk management and precision marketing.

### **Competition**

As we operate our business in the PRC and face no competition from foreign telecommunications tower infrastructure companies, we compete only in the domestic telecommunications tower infrastructure industry. According to the F&S Report, we are in the leading position in China’s telecommunications tower infrastructure industry. As of December 31, 2017, our market share in the telecommunications tower infrastructure industry in the PRC was 96.3% in terms of the number of sites. However, our major businesses, namely macro cell, small cell and DAS, face different competitive landscapes in the PRC markets.

We are in the leading position in macro cell business in China’s telecommunications tower infrastructure industry. According to the F&S Report, as of December 31, 2017, more than 200 small telecommunications tower infrastructure companies actively participated in the market competition in China. Such companies were mainly engaged in regional business, serving part of the local subsidiaries and branches of the Big Three TSPs. Among such companies, as of December 31, 2017, the largest one had about 17,260 sites and established branches in a number of provincial regions.

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## BUSINESS

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The development of our small cell and DAS businesses is mainly dependent on the changes of external demands from the Big Three TSPs. Small cell and DAS in China are mainly built, owned and used by the Big Three TSPs themselves, while a small proportion is entrusted to telecommunications tower infrastructure companies for construction and operation.

We believe that through our maintenance team, management system, integrated management platform and service experience, we have strong competitiveness in the telecommunications tower infrastructure industry. For details about the competitive risk, see “*Risk Factors — We may not be able to maintain our leading position or compete effectively in the PRC telecommunications tower infrastructure.*” For more details about the PRC telecommunications tower infrastructure industry, see “*Industry Overview.*”

### Properties

#### Summary of Properties

Our headquarters office is located in No. 73, Fucheng Road, Haidian District, Beijing, the PRC.

We own certain site properties and general properties in the PRC. Our site properties include (i) owned site properties and (ii) leased site properties/site properties otherwise used by us. Our general properties, which are normally used as warehouses, staff dormitories and offices, include (i) owned general properties and (ii) leased general properties. As of December 31, 2017, we had 1,872,154 sites in operation. The number of our sites corresponds to but does not equal the number of our site properties, primarily due to (i) some sites involve multiple properties, and (ii) some sites do not involve any properties.

The following table sets out the status of our site properties and general properties as of December 31, 2017.

	<u>Quantity</u>
<b>Site properties</b>	
Owned site properties <sup>(1)</sup>	442,380
Leased site properties/site properties otherwise used by us	<u>1,846,317</u>
<b>Total of site properties</b>	<u><u>2,288,697</u></u>
<b>General properties</b>	
Owned general properties	175
Leased general properties	<u>2,423</u>
<b>Total of general properties</b>	<u><u>2,598</u></u>

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*Note:*

(1) Owned site properties include owned land use rights and property shelters. Property shelters are brick and concrete structure or steel structure. To clearly express their status and the opinions of our PRC Legal Advisor, owned site

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## **BUSINESS**

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properties are divided into (i) owned site properties with title certificates, (ii) allocated land use rights with title certificates and, land use rights and property shelters transferred from the Telecom Shareholders and Telecom Group Companies without completing change of registered name of property owners, and (iii) property shelters without completing title registration.

As most of our properties are site properties, which are scattered and small in size, they usually are not marked with their areas when we obtain their title certificates or enter into lease contracts. Among our sites properties, areas of land parcels owned by us are approximately within the range of 50 sq.m. to 100 sq.m. each; areas of property shelters are approximately within the range of 12 sq.m. to 25 sq.m. each; and areas of other site properties are approximately within the range of 15 sq.m. to 100 sq.m. each.

As of December 31, 2017, in terms of book value, there was no single property with a book value reaching or exceeding 15% of our total assets. Accordingly, we are exempt from compliance with the requirements of inclusion of a valuation report in this document in respect of our interests in all lands or buildings according to Chapter 5 of the Hong Kong Listing Rules and in relation to paragraph 34(2) of Schedule 3 to the Companies (Winding Up and Miscellaneous Provisions) Ordinance as required under section 342 (1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

For properties leased from each of the Telecom Group Companies and their respective associates, we have entered into the Property Lease Framework agreement with each of the Telecom Group Companies. See “*Connected Transactions — Property Leasing from Each of the Telecom Group Companies and Their Respective Associates.*”

### **Protections from Regulations and Policies**

Our properties are spread across all regions in the PRC and most of them are used as sites. As part of wireless communications network infrastructure, our sites serve not only general public’s livelihood, but also are vital in implementing the “Cyber Power” strategy by the PRC government. Therefore, our sites and their relevant properties are protected by regulations and policies of the PRC government.

The “Measures for the Management of Telecommunication Construction” (《電信建設管理辦法》) as promulgated by the Ministry of Information Industry of the PRC, the predecessor of the MIIT, and the NDRC on February 1, 2002, and the “Regulation on Telecommunications of the PRC” (“**Telecommunications Regulation**”) as amended by the State Council on July 29, 2014 and February 6, 2016 provide that the safety of telecommunications infrastructure is protected by laws and regulations, and no individuals or entities may alter or move telecommunications lines and other telecommunications facilities without permission.

In addition, in accordance with Circular [2017] No. 234, (i) for the sites to be established, the government shall include the sites into relevant planning to enhance the protection of land use for sites, which will facilitate our obtaining of title certificates for such sites; (ii) for the existing sites, the government shall acknowledge the historical underlying circumstances for the property title issues

## **BUSINESS**

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and adopt appropriate measures to facilitate the rectification of the historical issues gradually; and (iii) the government will facilitate the rectification of the property title issues, take cautious measures to deal with such issues step by step, and establish a long-term mechanism to support the development of telecommunications network and telecommunications infrastructure.

In practice, the relevant regulations and policies have facilitated the rectification of the property title issues and promoting settlement in our favour in an event of dispute: (i) according to Circular [2017] No. 234, the government will gradually include our sites into relevant planning which will facilitate us in obtaining title certificates for sites to be established as well as the existing sites; (ii) according to Circular [2017] No. 234, relevant local administrations shall facilitate our rectification of property title issues by adopting simplified procedures. For example, when applying for title certificates for the existing sites, we may be permitted to skip certain pre-procedures such as pre-examination of the land for construction; (iii) if property title issues or lease disputes have led to administrative hearings, lawsuits or arbitrations, we may submit the government regulations and policies to administrations, courts or arbitral panels, and endeavor to reach settlement or mediation with the support of such regulations and policies; (iv) we will use the government regulations and policies to protect our sites against challenges without ground, and report any criminal activities against the safety of our sites to the police in accordance with such regulations and policies.

Apart from the support of regulations and policies from central government, as of December 31, 2017, 25 provincial-level governments, had successively issued normative documents for the construction, protection and management of public telecommunications infrastructure. We have also been liaising with local governments to include our sites into local urban-rural development planning, thereby further (i) supporting the operations of our sites to be in compliance with applicable laws and regulations as well as (ii) facilitating our obtaining of title certificates and rectifying property title issues. As of January 31, 2018, more than half of the county-level governments in the PRC, involving 29 out of 31 provincial-level administrative divisions had included our tower sites in their jurisdictions into, and under the management of, their urban-rural development planning. We are liaising with other local governments to include our sites in their jurisdictions into their local urban-rural development planning.

### **Types and Status of Our Properties**

#### **Site Properties**

##### **Owned Site Properties**

As of December 31, 2017, we had 442,380 owned site properties, of which:

- (i) 25,680 with title certificates, accounting for 5.8% of the total number of our owned site properties, including land use rights assigned or authorized and owned property shelters. Our PRC Legal Advisor believes that we may occupy and use such properties within the time period as indicated in the title certificates.
- (ii) 32,963 allocated land parcels with title certificates and, land use rights and property shelters transferred from the Telecom Shareholders and Telecom Group Companies without

## **BUSINESS**

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completing change of registered name of property owners, accounting for 7.5% of the total number of our owned site properties. Our PRC Legal Advisor is of the view that (i) the possibility of any third party claiming the rights to use such properties is relatively low. The possibility of us being involved in disputes or legal proceedings or unable to use such properties is relatively low; (ii) pursuant to the Circular [2017] No. 234, not completing change of registered name of property owners would not have any material adverse impact on our occupation and use of such properties, and we may continue to occupy and use such properties; and (iii) there are no substantive legal obstacles for completing change of registered name of property owners regarding such properties, provided that we have duly submitted the documents and materials required by the PRC laws and the government authorities and relevant fees are fully paid. Therefore, the title issues of such properties would not have any material adverse impact on our overall operations.

- (iii) 383,737 property shelters without completing title registration, accounting for 86.7% of the total number of our owned site properties. We believe that (i) such property shelters are ancillary facilities of our principal operations and are of no value for independent use; (ii) the risk of large-scale demolition and relocation or administrative penalties simply because of the failure to obtain the title certificates is relatively low, due to their large number, nationwide distribution, small area per site as well as low construction cost and economic value; and (iii) we can identify other measures to accommodate the ancillary equipment for a specific site. Therefore, our PRC Legal Advisor is of the view that (i) we may continue to occupy and use such properties and (ii) the title issues of such properties will not have any material adverse impact on our overall operations.

### **Leased Site Properties/Site Properties Otherwise Used by Us**

As of December 31, 2017, we had 1,846,317 site properties which were leased site properties/site properties otherwise used by us, of which:

- (i) 238,422 with lease contracts and the lessors of which had provided title certificates or sublease rights documents, accounting for 12.9% of the total number of our leased site properties/site properties otherwise used by us. Our PRC Legal Advisor is of the view that we may occupy and use such properties within the time period as indicated in the lease contracts.
- (ii) 1,607,895 other properties, accounting for 87.1% of the total number of our leased site properties/site properties otherwise used by us. The types of properties, their numbers and their percentages in total number of leased site properties/site properties otherwise used by us and the legal opinions of our PRC Legal Advisor are set out in the following table.

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**BUSINESS**

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<b>Types of Properties</b>	<b>Numbers</b>	<b>Percentages in the total number of Leased Site Properties/Site Properties Otherwise Used by Us</b>	<b>Legal Opinions of our PRC Legal Advisor</b>
Properties with lease contracts but the lessors of which were unable to provide title certificates or sublease rights documents	691,669	37.5%	<p>(i) We may continue to occupy and use such properties within the time period as indicated in the lease contracts. (ii) If a third party raises an objection, our occupation and use of such properties may be affected, but we may, based on contractual relationships, take an action against the lessors for breach of contract and claim damages from the lessors in accordance with their letters of undertaking. We will use reasonable efforts to seek for alternatives if we cannot continue to occupy and use such properties.</p> <p>Therefore, our PRC Legal Adviser is of the view that the title issues of such properties will not have any material adverse impact on our overall operations.</p>
Properties without lease contracts and located in places such as barren hills, gobi and deserts, without appropriate counterparty to sign lease contracts	95,053	5.2%	<p>Taking the Telecommunications Regulation, the Measures for the Management of Telecommunication Construction and Circular [2017] No. 234 into consideration, (i) we may continue to occupy and use such properties, and (ii) the risk that such properties are demolished in a large scale is relatively low.</p> <p>Therefore, our PRC Legal Adviser is of the view that the title issues of such properties will not have any material adverse impact on our overall operations.</p>

**BUSINESS**

<b>Types of Properties</b>	<b>Numbers</b>	<b>Percentages in the total number of Leased Site Properties/Site Properties Otherwise Used by Us</b>	<b>Legal Opinions of our PRC Legal Advisor</b>
Properties the leases of which were assigned by the Telecom Shareholders and Telecom Group Companies to us without completing the change of lessees.	42,745	2.3%	<p>The Telecom Shareholders and Telecom Group Companies had entered into lease agreements with lessors and all the rights and obligations thereunder had assigned to us according to Tower Asset Acquisitions. We are not a contracting party to these lease agreements. However, the lessors have rights to request the Telecom Shareholders and Telecom Group Companies or us to pay for the rents and relevant fees. We assume the obligations of paying such outstanding rents and relevant fees and make such payment to the lessors through the Telecom Shareholders and Telecom Group Companies, and may continue to occupy and use these properties pursuant to the aforesaid lease agreements. If we enter into a new agreement or supplementary agreement with the property’s owner or any third party with legitimate rights, we will be able to continue to occupy and use these properties pursuant to such agreement.</p> <p>Therefore, our PRC Legal Adviser is of the view that the risks that the title issues of such properties will have a material adverse impact on our overall operations are relatively low.</p>
Properties without lease contracts and for which we (i) can use for free for reasons such as urban-rural development planning or provision by the government, operators and public agencies for free use, or (ii) were deemed to have established de facto lease relationship through acts (such as rental payment) even without signing lease contracts	542,362	29.4%	<p>(i) We may continue to occupy and use such properties. (ii) In the event that the property’s provider, the owner or any third party with legitimate rights requests to enter into a lease agreement or any paid arrangement with us, we may decide, based on our business needs, costs and the availability of alternatives near such properties, whether to continue to occupy and use such properties and whether to enter into a lease agreement or any paid arrangement for such properties.</p> <p>Therefore, our PRC Legal Adviser is of the view that The risks that legal disputes or litigations will arise from continued occupation and use of such properties are relatively low.</p>



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**BUSINESS**

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<u>Types of Properties</u>	<u>Numbers</u>	<u>Percentages in the total number of Leased Site Properties/Site Properties Otherwise Used by Us</u>	<u>Legal Opinions of our PRC Legal Advisor</u>
Properties under our de facto occupation and use without documentary evidence of lease	236,066	12.8%	We had de facto occupation and use of such properties per the status quo. For such properties, the property provider, the owner or any third party with legitimate rights may request us to re-sign the lease contracts or use such properties for certain consideration in the future. However, we will then decide whether to continue to occupy and use such properties and enter into lease contracts based on our business needs. After agreeing with them, we may continue to occupy and use such properties.

**General Properties**

As of December 31, 2017, we had 175 owned and 2,423 leased general properties. The properties above were mainly used as warehouses, staff dormitories and offices, of which:

- (i) 169 with title certificates, accounting for 96.6% of the total number of our owned general properties, with a total area of 17,230 square meters. Our PRC Legal Advisor is of the view that we may occupy and use such properties within the time as indicated in the title certificates.
- (ii) 6 in the process of executing their purchase agreements and obtaining their title certificates, accounting for 3.4% of our owned general properties, with a total area of 29,196 square meters. Our PRC Legal Advisor is of the view that there is no substantive legal obstacles for obtaining the title certificates, provided that we have duly submitted the documents and materials required by competent government authorities and relevant tax and fees are fully paid.
- (iii) 1,549 with lease contracts and the lessors of which had provided title certificates or documentary evidence of sub lease or lease authorization from property owners, accounting for 63.9% of the total number of our leased general properties, with a total area of 557,974 square meters. Our PRC Legal Advisor is of the view that we may continue to occupy and use the properties within the time period as indicated in the contracts.
- (iv) 874 of which the lessors were unable to provide title certificates or sublease rights documents, accounting for 36.1% of the total number of our leased general properties, with a total area of 398,157 square meters. Our PRC Legal Advisor is of the view that (i) we may continue to occupy and use such properties before any third party raises objections, (ii) if a third party raises an objection, our occupation and use of such properties may be affected,



## **BUSINESS**

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but we may, based on the contractual relationships, take an action against the lessors for breach of contract and claim damages from some of the lessors in accordance with their letters of undertaking, and (iii) the title issues of such properties will not have any material adverse impact on our overall operations.

### **Property Compliance**

We have taken the following rectification measures in response to our property title issues: (i) setting out the requirements and guidances for entering into site lease contracts clearly in our internal rules on contract management and site management; (ii) establishing IT systems to better manage and monitor operation data, and setting up an information management committee to ensure the accuracy and consistency of our operational data and coordinate to resolve key issues in relation to such data; (iii) obtaining government support and policies favorable to our operations; (iv) launching the initiative to collect data on property title status and improving, among other things, the management and internal control in relation to property titles; and (v) including the rectification work in our KPIs for evaluating the performance of each branch and setting up a special award to encourage each branch to complete rectification measures concerning site properties. We continuously improve our internal control system on the management of property titles on top of the existing internal rules and IT systems. Going forward, we will establish a long-term mechanism for property title management by, among other things, continuing to rectify the lack of titles, clearly setting out work allocation and responsibilities for each department, and evaluating the performance of rectification work through KPIs. In addition, the Telecom Shareholders and the Telecom Group Companies have also provided support for our collection of property title status. They collected information of property title status on the towers and related assets and passed them to us during the asset acquisitions in 2015, which provided a solid foundation for us to take further steps to deal with our property title issues. Due to the implementation of the above measures, we expect that we will continue to make progress in rectifying our property title issues.

Our Directors are of the view that the title issues of the properties disclosed above will not individually or jointly have any material adverse impact on our business and operations, as (i) no single site property is considered material to us in terms of both book value and revenue contribution; (ii) as part of the wireless communications network, our site properties serve both national strategies and general public’s livelihood, and are protected by regulations and policies of the PRC; (iii) most of our site properties had been in use before Tower Asset Acquisitions. Hence it is unlikely that any large-scale demolition of our sites or material administrative penalties would arise from the title issues, or any material title or ownership disputes would arise therefrom; (iv) our sites are scattered nationwide in the PRC and the towers and related assets are re-usable after demolition which does not expose us to any systematic risks; (v) as of the Latest Practical Date, there have been no material litigations, arbitrations and administrative penalties arising from property title issues or lease disputes and few demolitions of our sites since incorporation due to property title issues; and (vi) given we are the only nationwide telecommunications tower infrastructure service provider in the PRC with leading market position, all major customers have turned to our operation of sites for their business, and we have also maintained sound and long-term relationships with such customers.

During the Track Record Period, certain of our site properties were demolished and relocated due to litigations or arbitrations arising from property title issues or lease disputes. Costs directly related

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## BUSINESS

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to such demolition and relocation were limited. For sites where demolition and relocation were required, we usually received notices from our maintenance staff or providers of properties in advance, which allowed us to look for alternatives to host equipment from our customers. Therefore, such demolition and relocation work, which took shorter duration, would not have a material adverse impact on our customers. We believe that (i) the possibility of a large scale of demolition and relocation of our site properties is relatively low due to their wide distribution across the PRC; (ii) even though a few of our site properties are required to be demolished or relocated due to property title issues going forward, we will still be informed ahead of time by our maintenance staff or property providers and will be able to identify alternatives promptly; and (iii) our general properties are small in number, low in economic value and highly replaceable. Therefore, the demolition and relocation and the relevant fees will not have any material adverse impact on our overall operations. Meanwhile, our PRC Legal Advisor is of the view that the possibility of general or large-scale demolition and relocation of sites due to title issues is relatively low.

Except for site properties under our de facto occupation and use without documentary evidence of lease, we are not aware of any difference in land cost or rental by us if other properties did not have title issues. We believe that, due to the small number and low economic value of such site properties, any land cost or rental by us that we might incur for rectifying their titles will not have any material adverse effect on our overall operations.

### Environmental Matters

The industry that we compete in is not highly polluting, and our businesses are mainly related to macro cell, small cell, DAS and TSSAI. However, we believe that environmental protection is an important social responsibility to us. Therefore, we attach great importance to the establishment of environmental protection system and implementation of environmental protection measures in the ordinary course of business. Our operations are required to be in compliance with the relevant environmental protection laws and regulations. For details, see “*Appendix IV — Regulatory Environment.*” We are committed to complying with the PRC regulations relating to environmental protection. In cases where we are entrusted by the Big Three TSPs, we would provide assistance to them in completing and filing of the corresponding environmental impact registration forms and handling any environmental protection related matters in a timely manner.

According to the requirements of relevant regulatory documents of the PRC, we are only required to perform the obligation of filing the environmental assessment. Firstly, according to the Law of Environmental Impact Assessment (《環境影響評價法》) and the List of Administrative Categories of Environmental Impact Assessment for Construction Projects (《建設項目環境影響評價分類管理名錄》), all environmental impact registration form of wireless communications projects are required to be filed. Secondly, we have signed the Working Memorandum of Environmental Protection for Telecommunication Base Stations (《通信基站環境保護工作備忘錄》) (the “**Working Memorandum**”) jointly with the Ministry of Environmental Protection, the MIIT, CMCC Group, CUC Group and CTC Group on October 26, 2017. According to the Working Memorandum, TSPs are the owners of the antenna devices and their telecommunications base stations are the sources of electromagnetic environmental impact. Therefore, TSPs are obliged to complete the filings of environmental impact registration form in accordance with the law. For telecommunications base stations with antennas installed at our sites, TSPs have in principle made a unified written entrustment

## **BUSINESS**

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to us for the filings of the environmental impact registration form. But in the event of a breach in the relevant provisions of the Administrative Measures for the Filing of Environmental Impact Registration Form for Construction Projects (《建設項目環境影響登記表備案管理辦法》), the Big Three TSPs that owned the antennas shall be liable for legal responsibilities.

During the Track Record Period, our business activities were in compliance with relevant environmental protection requirements, and we had not been subject to any material administrative penalties due to violation of any laws, regulations or regulatory documents relating to environmental protection. Our cost incurred in respect of compliance with environmental protection laws and regulations was negligible. Our Directors do not expect our continued cost incurred for the compliance with environmental laws and regulations to increase substantially.

### **Health and Safety Matter**

We are subject to the Production Safety Law of the People’s Republic of China (《中華人民共和國安全生產法》), the Labor Law of the People’s Republic of China (《中華人民共和國勞動法》) and other relevant laws, regulations and standards, which provide provisions on the maintenance of safe production conditions and the protection of employees’ occupational health. According to such provisions, an entity with any facility or equipment failing to guarantee production safety shall not engage in production and business operations. Entities operating in China must provide employees with production safety education and related training as well as a safe working environment. The design, manufacturing, installation, use, inspection and maintenance of production facilities and equipment must meet applicable national or industry standards.

We have implemented safety measures in each of our sites and other related areas to ensure compliance with applicable regulatory requirements and to minimize the risk of injury of our employees. We provide certified professional qualifications and regular training for our employees. We believe that we have complied with applicable laws and regulations on health and safety in all material aspects, and have not experienced any material incident in our operations, or involved in any material claims for personal or property losses or any compensation related to the health or safety of our employees or dispatched workers.

### **Insurance**

The relevant laws and regulations of the PRC have no national mandatory provisions prescribing that telecommunications tower infrastructure service providers must purchase insurance for their telecommunications tower infrastructure. We contribute to social security insurance schemes for our employees in compliance with applicable PRC laws, rules and regulations. We also purchase personal accident and injury insurance for our employees. We have not purchased any business disruption insurance or any property insurance for our assets. As of the Latest Practicable Date, the Directors were of the view that our scope of business insurance was sufficient and in compliance with industry practice.

During the Track Record Period and up to the Latest Practicable Date, we had not made or been required to make any insurance claims that are material in nature.

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## BUSINESS

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### Licenses and Regulatory Permits

We operate business only in China and are subject to relevant PRC laws and regulations. We are required to hold or renew all necessary business licenses to conduct business. Our Directors have confirmed that, during the Track Record Period and up to the Latest Practicable Date, we had complied with applicable regulatory requirements and guidelines in the jurisdictions where we operated in all material respects, and obtained the business licenses necessary for our operations in accordance with the laws and regulations in the jurisdictions where we operated. As advised by our PRC legal advisor, there were no material legal obstacles in renewing such qualifications, permits and approvals.

As of December 31, 2017, we were license holders for the Basic Telecommunications Business Operation License (domestic telecommunications facilities service business) (基礎電信業務經營許可證(國內通信設施服務業務)) and the Value-added Telecommunications Business Operation License (web hosting) (增值電信業務經營許可證(網絡託管)) issued by the MIIT for a valid term until December 31, 2020 and November 11, 2020, respectively.

### Employees

As of December 31, 2017, we had 15,007 full-time employees. The following table sets out the number of our employees by function as of the dates indicated.

	As of December 31,		
	2015	2016	2017
Management	2,536	2,556	2,775
Operations and Development	1,514	1,695	1,689
Construction and Maintenance	6,065	7,506	7,731
Administration and Others	2,173	2,588	2,812
<b>Total</b>	<b>12,288</b>	<b>14,345</b>	<b>15,007</b>

We generally entered into standard employment contracts with our employees. The compensation packages of our employees may include one or more of the following components: basic salary, performance remuneration and year-end awards. We provide employees with various types of social insurance benefit schemes, including housing provident fund, pension insurance, medical insurance, work-related injury insurance, maternity insurance and unemployment insurance. We have labor unions in our headquarters. Our PRC Legal Advisor has confirmed that, during the Track Record Period, we had not been involved in any material labor disputes or labor related legal proceedings.

We emphasize recruiting, training and retaining our employees, maintain high recruitment standards and provide competitive compensation packages. We also provide in-house and external training related to management and professional skills and knowledge. We establish a training system based on the job responsibilities, expertise, know-how, operational skills, and knowledges in management, operations and other aspects.

## **BUSINESS**

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### **Risk management and internal control**

Based on the advice provided by our engaged internal control consultants after a comprehensive review of our internal control system, we have formulated a set of comprehensive risk management policies and measures to identify, assess and control the risks arising from our business operations. We have established a set of internal control and risk management procedures to address various potential operating, financial, legal and market risks found in our operations, including but not limited to procurement management, project management, maintenance management, research and development management, connected parties transaction control, information disclosure control, human resources, information technology management and various other financial and operational monitoring and supervision procedures. Such risk management policies contain procedures for the level of the relevant reporting of risks identified in our operations. The Board is responsible for overseeing overall risk management. The Directors consider that our existing internal control measures are adequate and effective.

### **Legal proceedings and compliance**

We may be involved in certain legal proceedings and claims during the ordinary course of our business, mainly including site-related disputes such as leased property, site demolition and relocation and site infringement. As of the Latest Practicable Date, we were (i) not involved in any ongoing proceedings, arbitrations or administrative proceedings, and (ii) not aware of any claims or proceedings contemplated by any government authorities or third parties, which may have any material adverse effect on our business.

Having considered the extent of relevance of all matters to our business activities, and the impacts on our business, operating results and financial position, our Directors, after consulting our PRC counsel, confirm that except as disclosed in this document, we have complied with applicable laws and regulations in all material respects. In addition, after having consulted our PRC counsel, our Directors confirm that we have obtained the necessary licenses, approvals and permits that are of great significance to our business operations.

## **CONNECTED TRANSACTIONS**

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### **OVERVIEW**

Upon the [REDACTED], the directors (including persons who were directors in the last 12 months), supervisors and the chief executive of the Company and their respective associates will become our connected persons.

As of the Latest Practicable Date, each of China Mobile Company, China Unicom Corporation, and China Telecom directly held 38.0%, 28.1% and 27.9% of our share capital, respectively. Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), each of China Mobile Company, China Unicom Corporation, and China Telecom will remain as our substantial shareholders. Therefore, China Mobile Company, China Unicom Corporation and China Telecom and their respective associates will become our connected persons upon the [REDACTED].

China Mobile Company is a wholly-owned subsidiary of China Mobile, which is indirectly and ultimately controlled by CMCC. China Unicom Corporation is a wholly-owned subsidiary of China Unicom, which is ultimately controlled by CUC through China Unicom Group Corporation (BVI) Limited, China Unicom A Share Company and China Unicom (BVI) Limited. China Telecom is a non-wholly owned subsidiary of CTC. See “*History and Development — Our Shareholding Structure — Shareholding structure immediately following completion of the [REDACTED]*” for more information of the shareholding structures of CMCC Group, CUC Group and CTC Group.

The Company has conducted certain transactions with the above entities and their associates that will become our connected persons upon the [REDACTED] in its ordinary course of business in the past, and these transactions are expected to continue after the [REDACTED] and will therefore constitute our continuing connected transactions under the Hong Kong Listing Rules.

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## CONNECTED TRANSACTIONS

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### CONTINUING CONNECTED TRANSACTIONS

#### Summary of our continuing connected transactions

No.	Nature of Transactions	Relevant Listing Rules	Waiver Sought
<b><i>PRINCIPAL SERVICES PROVIDED TO THE TELECOM SHAREHOLDERS</i></b>			
1.	Principal services provided to China Mobile Company and its subsidiaries		
	(1) service in relation to tower products <sup>(1)</sup>	14A.35, 14A.36,	Waiver from strict compliance with announcement, independent Shareholders’ approval, annual caps and maximum three-year term requirements
	(2) service in relation to DAS products <sup>(2)</sup>	14A.52, and 14A.53	
	(3) service in relation to transmission products <sup>(3)</sup> ; and		
	(4) service in relation to service products <sup>(4)</sup>		
2.	Principal services provided to China Unicom Corporation		
	(1) service in relation to tower products <sup>(1)</sup>	14A.35, 14A.36,	Waiver from strict compliance with announcement, independent Shareholders’ approval, annual caps and maximum three-year term requirements
	(2) service in relation to DAS products <sup>(2)</sup>	14A.52 and 14A.53	
	(3) service in relation to transmission products <sup>(3)</sup> ; and		
	(4) service in relation to service products <sup>(4)</sup>		
3.	Principal services provided to China Telecom		
	(1) service in relation to tower products <sup>(1)</sup>	14A.35, 14A.36,	Waiver from strict compliance with announcement, independent Shareholders’ approval, annual caps and maximum three-year term requirements
	(2) service in relation to DAS products <sup>(2)</sup>	14A.52 and 14A.53	
	(3) service in relation to transmission products <sup>(3)</sup> ; and		
	(4) service in relation to service products <sup>(4)</sup>		

*Notes:*

- (1) Service in relation to tower products refers to providing (1) site space; (2) maintenance services; and (3) power access and backup power assurance from batteries within standard duration under power services of the macro cell business and small cell business as described in “*Business.*”
- (2) Service in relation to DAS products refers to providing (1) indoor distributed antenna system, (2) backup power assurance from batteries within standard duration, and (3) maintenance services under the DAS business as described in “*Business.*”
- (3) Service in relation to transmission products refers to the transmission service under other businesses as described in “*Business.*”
- (4) Service in relation to service products mainly refers to the power services under tower business (but not including the power access and backup power assurance from batteries within standard duration as described in Note (1) above) as described in “*Business.*”



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**CONNECTED TRANSACTIONS**

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No.	Nature of Transactions	Relevant Listing Rules	Waiver Sought
<b><i>OTHER SERVICES PROVIDED TO THE TELECOM SHAREHOLDERS</i></b>			
4.	Other services provided to China Mobile Company and its subsidiaries	14A.76 <i>de minimis</i> transactions	Fully exempt
5.	Other services provided to China Unicom Corporation	14A.76 <i>de minimis</i> transactions	Fully exempt
6.	Other services provided to China Telecom	14A.76 <i>de minimis</i> transactions	Fully exempt
<b><i>PROPERTY LEASING FROM EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES</i></b>			
7.	Property leasing from CMCC and its associates	14A.35	Waiver from strict compliance with announcement requirement
8.	Property leasing from CUC and its associates	14A.35	Waiver from strict compliance with announcement requirement
9.	Property leasing from CTC and its associates	14A.35	Waiver from strict compliance with announcement requirement
<b><i>NON-TELECOMMUNICATIONS SERVICES PROVIDED BY EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES</i></b>			
<b><i>CONSTRUCTION, DESIGN, SUPERVISION, OUTSOURCING MAINTENANCE, INTERMEDIARY, SUPPLY CHAIN AND TRAINING SERVICES PROVIDED BY EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES</i></b>			
10.	Construction, design, supervision, outsourcing maintenance, intermediary, supply chain and training services provided by CMCC and its associates	14A.35	Waiver from strict compliance with announcement requirement
11.	Construction, design, supervision, outsourcing maintenance, intermediary, supply chain and training services provided by CUC and its associates	14A.35	Waiver from strict compliance with announcement requirement
12.	Construction, design, supervision, outsourcing maintenance, intermediary, supply chain and training services provided by CTC and its associates	14A.35 and 14A.36	Waiver from strict compliance with announcement and independent Shareholders' approval requirements



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**CONNECTED TRANSACTIONS**

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No.	Nature of Transactions	Relevant Listing Rules	Waiver Sought
<i>LOANS PROVIDED BY CMCC GROUP</i>			
13.	Loans provided by CMCC Group	14A.90	Fully exempt
<i>TELECOMMUNICATIONS SERVICES PROVIDED BY EACH OF CMCC GROUP, CUC GROUP AND CTC GROUP</i>			
14.	Telecommunications services provided by CMCC Group	14A.97	Fully exempt
15.	Telecommunications services provided by CUC Group	14A.97	Fully exempt
16.	Telecommunications services provided by CTC Group	14A.97	Fully exempt
<i>PROCUREMENTS OF MATERIALS FROM EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES</i>			
17.	Procurement of materials from CMCC and its associates	14A.76 <i>de minimis</i> transactions	Fully exempt
18.	Procurement of materials from CUC and its associates	14A.76 <i>de minimis</i> transactions	Fully exempt
19.	Procurement of materials from CTC and its associates	14A.76 <i>de minimis</i> transactions	Fully exempt

**PRINCIPAL SERVICES PROVIDED TO THE TELECOM SHAREHOLDERS**

The Company provides relevant services of tower products, DAS products, transmission products and service products (the “**Relevant Products**”) to each of the Telecom Shareholders and their respective branches/subsidiaries.

**Agreements related to the Principal Services Provided to the Telecom Shareholders**

*Service Framework Agreements*

The Commercial Pricing Agreements, the Supplemental Agreements to the Commercial Pricing Agreements and the Service Agreements entered into between the Company and each of the Telecom Shareholders constitute the framework agreements of the Company currently effective at the headquarters level regulating the Principal Services Provided to the Telecom Shareholders.

Background of the above agreements is as follows:

- **Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements**

On July 8, 2016, the Company entered into a Commercial Pricing Agreement with each of the Telecom Shareholders, which set out the pricing mechanism for the Relevant Products and replaced

## **CONNECTED TRANSACTIONS**

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any previous arrangements on the Relevant Products and their pricing. In accordance with the Commercial Pricing Agreements, the service term of the acquired towers delivered before the date of the Commercial Pricing Agreements shall be deemed to commence on November 1, 2015, with the pricing provided under the Commercial Pricing Agreements becoming effective on the same date. For the products constructed by the Company prior to the date of the Commercial Pricing Agreements, the services commenced on the date confirmed by the branches/subsidiaries of the parties with the pricing determined in accordance to the Commercial Pricing Agreements retrospectively.

The Company entered into a Supplemental Agreement to the Commercial Pricing Agreement with each of the China Mobile Company and China Unicom Corporation on January 31, 2018 and with China Telecom on February 1, 2018, which mainly set out the following adjustments:

- (1) cost margin for the tower products was adjusted to 10% from 15%;
- (2) co-location discounts to the base price of the tower products was adjusted to 30% for two sharing parties and 40% for three tenants from 20% for two tenants and 30% for three tenants, respectively; the additional 5% discount applied to the anchor tenant remains unchanged;
- (3) adjustments were made to the geographical coefficient of standard construction cost of self-built tower products in certain provinces and the discount rates for the acquired towers;
- (4) the effective period of the discount policy for the existing sharing party was extended to December 31, 2019, and the parties could negotiate on the pricing before the expiration of such period;
- (5) the adjusted pricing shall become effective on January 1, 2018; and
- (6) the term of the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements is five years, from January 1, 2018 to December 31, 2022, and the parties shall negotiate on the subsequent pricing matters upon the expiration of such term.

For details of the adjustments to the cost margin and co-location discounts, also see “*Business — Pricing — Pricing Adjustment in January 2018.*”

- **Service Agreements**

The Company entered into the respective Service Agreement with China Mobile Company on April 26, 2018, China Unicom Corporation on April 20, 2018 and China Telecom on April 28, 2018 to restate the content of services of the Relevant Products provided by the Company to the Telecom Shareholders and their branches/subsidiaries, the customer service standard and, where applicable, the relevant agreements in respect of the assessment of the maintenance quality (the pricing of the

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## CONNECTED TRANSACTIONS

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Relevant Products is mainly set out in the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements). The term of the Service Agreements shall be the same with the term of the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements, i.e. from January 1, 2018 to December 31, 2022.

The respective provincial branches of the Company shall enter into provincial service agreements (the “**Provincial Service Agreements**”) with the Telecom Shareholders and their respective branches/subsidiaries depending on their actual requirement. The Provincial Service Agreements set out more specific terms and conditions based in the principles and terms of the Service Framework Agreements. The Company and/or its provincial branches and the Telecom Shareholders and/or their subsidiaries shall enter into the “Product and Service Confirmation Letter” or “Letters of Commencement of Leasing in Batches” while conducting specific transactions, to explicitly set out, among other things, the date of service, type of service and credit period. According to the Service Agreements, in case of any inconsistency in principles and terms between the aforementioned agreements and the Service Framework Agreements, the latter shall prevail.

### *Principal Terms of the Service Framework Agreements*

#### *Products and Services*

The Relevant Products and related services provided by the Company to each of the Telecom Shareholders and their respective branches/subsidiaries include:

- **service in relation to tower products:** the Company, to serve the needs for the space required for hosting telecommunications equipment of each of the Telecom Shareholders and their respective branches/subsidiaries, provides, constructs and maintains the tower products, including towers, shelters, and ancillary facilities, together with the provision of other services in connection therewith;
- **service in relation to DAS products:** the Company provides, constructs and maintains the DAS products, including the whole DAS, shelters and accessory facilities based on the needs of the Telecom Shareholders and their respective branches/subsidiaries for telecommunications signal feed-in and indoor extensive coverage, together with the provision of other services in connection therewith;
- **service in relation to transmission products:** the Company provides and constructs ducts, pole lines, optical fiber cable, public manholes in front of sites and exits and routes to sites together with other services in connection therewith for the Telecom Shareholders and their respective branches/subsidiaries; and

## **CONNECTED TRANSACTIONS**

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- **service in relation to service products:** the Company provides power supply and generation services to the Telecom Shareholders and their respective branches/subsidiaries in connection with the tower products and DAS products, which include power service, gasoline or diesel power generation service and extra battery assurance service.

### *Agreement Term and Service Period*

The term of the Service Framework Agreements is from January 1, 2018 to December 31, 2022. The service period of the Relevant Products is generally five years.

Under the requirements of the Hong Kong Listing Rules, the agreement for continuing connected transactions must not exceed three years except in special circumstances where the nature of the transactions requires them to be of a longer period. The Directors believe that it is appropriate and necessary for the Service Framework Agreements to have a five-year term. Therefore, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted to us,] a waiver under Rule 14A.52 and Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the maximum three-year period requirement on the basis of the following:

- since the transactions under the Service Framework Agreements are the core strategic transactions for the business of the Company, it is crucial for the Company to secure stable revenue and cash flows generated from the towers and related assets for as long a term as it can negotiate;
- the Company usually has to obtain bank loans and other financing for the acquisition and/or construction of the towers and related assets. It is in the Company’s benefit to secure long-term users of the towers and related assets to recover the financing cost; and
- the long-term approach of the service arrangements in respect of the towers is in line with the general practice of the industry and comparable contractual arrangements by international tower companies. Such companies usually have long-term arrangements, from five years to 15 years.

### *Pricing Policy*

The pricing of the Relevant Products is determined after arm’s length negotiations by the relevant parties during the ordinary and usual course of business of the Company with reference to the construction cost, maintenance cost, site fee, management cost, operating cost, labor cost and appropriate profit margin of each of the Relevant Products.

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## CONNECTED TRANSACTIONS

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Factors considered in adopting the above pricing mechanism are as follows:

- as the Telecom Shareholders had been constructing and operating the towers and indoor distribution antenna systems for a long time, they understand the cost structure of the Relevant Products and the pricing of the Relevant Products is relatively transparent between the parties;
- the above pricing mechanism was agreed by the parties through arm’s length negotiations. Since the transactions under the Service Framework Agreements are the core strategic transactions for the business of the Company, it is crucial for the Company to reach an agreement with the Telecom Shareholders and maintain our long-term relationship with them and thus to secure stable revenue and cash flows generated from the Relevant Products;
- similar pricing mechanisms are adopted by certain international tower companies; and
- there is no generally adopted pricing mechanism in the telecommunications tower infrastructure industry in China before the establishment of the Company.

### *Tower products*

The pricing for the tower products is determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to base price, site fee, power access fee and co-location discounts. The base price is determined based on factors including but not limited to the standard construction cost, years of depreciation, maintenance cost and a fixed cost margin. The standard construction cost is determined based on factors including but not limited to different antenna mounting heights, the types of the ancillary facilities and the locations of the towers. The material details of the pricing principles for the tower products (including self-built towers and acquired towers) are set out below:

<b>Self-built Towers</b>	Product price:	$= \text{base price} \times (1 - \text{co-location discount rate 1}) + (\text{site fee} + \text{power access fee}) \times (1 - \text{co-location discount rate 2})$
	Base price	$= (\sum \frac{\text{standard construction cost}}{\text{years of depreciation}} \times (1 + \text{impairment rate}) + \text{maintenance cost}) \times (1 + \text{cost margin})$
	Standard construction cost:	<p>The standard construction cost shall include the costs for materials, construction, design, supervision, crop compensation and other things in relation to towers, shelters and ancillary facilities but exclude the cost for environmental evaluation.</p> <p>The standard construction cost shall be determined through the replacement cost method with reference to the wind pressure, antenna mounting height, types of the ancillary facilities and types of towers.</p>

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## CONNECTED TRANSACTIONS

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	The standard construction cost applied to different provinces shall be the adjusted national standard construction cost according to certain provincial-specific coefficients.	
Years of depreciation:	The rounded-up average years of depreciation of the corresponding assets previously owned by the Telecom Shareholders, which are:	
	<ul style="list-style-type: none"> <li>• ten years for towers</li> <li>• 20 years for self-owned shelters attached to ground towers</li> <li>• six years for each of self-owned shelters attached to rooftop towers, rented shelters and integrated cabinet and ancillary facilities</li> </ul>	
Impairment rate:	2% (covering relocation, overhaul and damages)	
Maintenance cost:	Including cost for outsourcing maintenance, repair and consumable materials, to be determined according to the bidding price, the maintenance contents and quality indicators agreed by the relevant provincial branches/subsidiaries of the parties to the agreements.	
Cost margin:	10%	
Site fee:	For each site, a lump sum or on an itemised basis, to be determined by the provincial branches/subsidiaries of the parties to the agreement (after taking into account factors including the site rents, one-time slotting fees and coordination cost).	
Co-location discount 1 (co-location discount of base price):	If shared by 2 tenants	30% (35% for the anchor tenant)
	If shared by 3 tenants	40% (45% for the anchor tenant)
Co-location discount 2 (co-location discount of site fee and/or power access fee)	If shared by 2 tenants	40% (45% for the anchor tenant)
	If shared by 3 tenants	50% (55% for the anchor tenant)
Power access fee (applicable to power access by means of solar energy, wind power or wind-solar hybrid):	<p>= construction cost/years of depreciation × (1 + 5%)</p> <p>Construction cost of power access is priced on a lump sum or priced on an itemized basis based on the actual construction cost</p> <p>Years of depreciation                      ten years (determined with reference to average years of depreciation of the assets of the Telecom Shareholders and their branches/subsidiaries which require power access)</p>	

## **CONNECTED TRANSACTIONS**

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The maintenance cost of the power access facilities are included in the maintenance cost of the tower products and shall be determined according to the bidding price.

Pricing for additional antennas or systems: Three sets of antennas (as one system) serve as one basic product unit. The number of systems shall be rounded up to the nearest whole number if the number of antennas is not the integrate multiples of three. If there is more than one basic product unit, additional charges will be applied based on certain standards.

Other thing: Constructions in response to the demands of sites on the mountains or islands, camouflage towers and small cells shall be carried out in a customized manner. The provincial branches/subsidiaries of the parties to the agreements shall estimate the construction cost through consultation prior to the construction of the sites, and apply such cost to the pricing formula for tower products.

The pricing for the towers with certain different conditions (e.g. the products of which the compositions differ from the standard compositions) may differ from the price listed above.

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**CONNECTED TRANSACTIONS**

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<b>Acquired Towers</b>	Product price:	= base price × (1 – co-location discount rate 1) + site fee × (1 – co-location discount rate 2)	
	(no power access fee)	Base price	= $\sum \frac{\text{standard construction cost of self-built towers}}{\text{years of depreciation of self-built towers}} \times \text{discount rate} \times (1 + \text{impairment rate}) + \text{maintenance cost} \times (1 + \text{cost margin})$
		Standard construction cost of self-built towers:	Same as the standard construction cost of self-built towers
		Years of depreciation of self-built towers:	Same as the years of depreciation of self-built towers:
	Discount rate:	= $\sum \frac{\sum \text{appraised value/years of depreciation of the acquired tower}}{(\sum \text{standard construction cost of self-built towers of the sub-category/years of depreciation of self-built towers} \times \text{percentage of similar products of acquired towers}) \times \text{numbers of acquired towers}}$	
		<p>The years of depreciation of batteries and other ancillary facilities shall be determined with reference to their remaining years of depreciation, and the years of depreciation of the towers, shelters, air-conditioners, power access and other assets shall be determined with reference to the years of depreciation of similar self-built towers.</p> <p>The agreements set out different fixed discount rates for different provinces. The wind pressure coefficient and the local coefficient for self-built towers do not apply to the acquired towers.</p> <p>No separate power access fee will be charged for the acquired towers. Before the commencement date when power services are charged on a lump-sum basis, if the Telecom Shareholders or their branches/subsidiaries request an alteration in the method of power supply, for the acquired towers, the power access fee shall be simultaneously adjusted to the one applicable to the corresponding self-built towers and charged separately.</p>	
	Maintenance cost:	Covering the cost for outsourcing maintenance, repair and consumable items and to be determined according to prices set out in existing contracts or the market-oriented bidding and procurement results.	



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## CONNECTED TRANSACTIONS

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Impairment rate:	2% (covering relocation, overhaul and damages)	
Cost margin:	10%	
Site fee:	A lump sum or priced on an itemised basis agreed between provincial branches/subsidiaries of the parties.	
Co-location discount 1: (same with that for self-built towers)	If shared by 2 tenants	30% (35% for the anchor tenant)
	If shared by 3 tenants	40% (45% for the anchor tenant)
Co-location discount 2: (same with that for self-built towers)	If shared by 2 tenants	40% (45% for the anchor tenant)
	If shared by 3 tenants	50% (55% for the anchor tenant)
Pricing method for new tenants:	The base price and site fee for the new tenants shall be based on the prices of the acquired towers located at the same site and the co-location discount shall apply. No power access fee shall be charged separately.  The power access switching expenses which incur during adding new product unit or new tenant shall be calculated according to the power access pricing formula for the self-built towers and paid separately by the new tenants.	
Pricing method for existing sharing party:	Up to 2020: <ul style="list-style-type: none"><li>• the prices for the existing sharing parties shall be 30% of the product price (including base price and site fee).</li><li>• the original property owner shall enjoy the follow discounts:<ul style="list-style-type: none"><li>◦ 30% off the base price if shared by 2 tenants, 40% off the base price if shared by 3 tenants; and</li><li>◦ 30% off the site fee if shared by 2 tenants, 60% off the site fee if shared by 3 tenants.</li></ul></li></ul>	

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## CONNECTED TRANSACTIONS

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- with an additional third tenant sharing, the original property owner shall enjoy the follow discounts:
  - 40% off the base price; and
  - 55% off the site fee.

Pricing for additional antennas or systems:

Prior to the December 31, 2015, all products built by the Telecom Shareholders and their branches/subsidiaries shall be deemed as a whole and priced at the base price of the product unit with the highest antenna mounting height on the relevant acquired towers.

The newly added product unit of the acquired towers (including the product units constructed and added by the Company prior to the aforementioned date shall be priced the base price of the corresponding product unit of the acquired towers. Every additional three antennas (one system) shall be charged at 30% of the price for a product unit and every one additional system (excluding the antennas) which expands the facility space shall be charged at 10% of the price for a newly added product unit.

### *DAS products*

The pricing for the DAS products is determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to factors including but not limited to the base price, site fee and co-location discounts. The base price is determined based on factors including the standard construction cost, years of depreciation, maintenance cost and a fixed cost margin. The standard construction cost covers the cost of distribution systems, ancillary equipment and power access and other costs and is subject to adjustment under certain circumstances. The material details of the pricing principles for DAS products (including DAS products for commercial buildings, and DAS products for large-scale structures, subway tunnels (including subway platforms) and railway tunnels) are set out below:

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## CONNECTED TRANSACTIONS

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<b>DAS products for commercial buildings</b>	Product price:	= (base price × covering construction area + site fee) × (1 – co-location discount rate)	
	Base price:	$= \left( \sum \frac{\text{standard construction cost}}{\text{years of depreciation}} \times (1 + \text{impairment rate}) + \text{maintenance cost} \right) \times (1 + \text{cost margin})$ $= \text{RMB}2.95/\text{m}^2/\text{year}$	
		Due to the variations in construction standards, the price calculated based on the actual construction cost is usually less than the agreed price above during the implementation by the relevant provincial branches/subsidiaries of the parties.	
	Standard construction cost:	RMB16.24/m <sup>2</sup> (covering cost of distribution systems, ancillary facilities, power access and others), subject to adjustment under certain circumstances (e.g. using different materials or the actual construction cost substantially vary from the standard construction cost)	
	Years of depreciation:	Seven years	
	Impairment rate:	2% (covering overhaul and damages)	
	Maintenance cost:	Covering the fees for outsourcing maintenance, repair and consumable items, to be determined in accordance with the actual bidding price	
	Site fee:	Currently on a lump sum or an itemised basis (after taking into account factors covering the site rents, one-time slotting fees and coordination cost) to be determined by the provincial branches/subsidiaries of the parties.	
	Co-location discount:	If shared by 2 tenants	40%
		If shared by 3 tenants	50%
	Cost margin:	15%	
	Basic product unit:	two systems, including systems for buildings and for tunnels, as one basic product unit, and 10% of the unit price of a basic product unit will be charged for any additional system.	
		The pricing for the DAS products with compositions different from the standard compositions may differ from the price listed above.	

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## CONNECTED TRANSACTIONS

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<b>DAS products for large venues structures<sup>(1)</sup>, subway tunnels (including subway platforms) and railway tunnels</b>	Product price (on an itemised basis)	= (base price + site fee) × (1 – co-location discount rate)				
	Base price	$= \left( \sum \frac{\text{construction cost}}{\text{years of depreciation}} \times (1 + \text{impairment rate}) + \text{maintenance cost} \right) \times (1 + \text{cost margin})$				
	Construction cost:	To be determined according to the actual construction cost incurred in the relevant projects, covering distribution systems, ancillary facilities, power access and other items				
	Years of depreciation:	<ul style="list-style-type: none"> <li>• To be determined with reference to average years of depreciation of similar assets of the Telecom Shareholders and their branches/subsidiaries</li> <li>• Seven years for distribution systems</li> </ul>				
	Impairment rate:	2% (covering overhaul and damages)				
	Maintenance cost:	Including fees for outsourcing maintenance, repair and consumable materials, to be determined according to the maintenance contents and quality indicators agreed by the relevant provincial branches/subsidiaries of the parties and the bidding prices.				
	Cost margin:	15%				
	Co-location discount:	<table border="0" style="width: 100%;"> <tr> <td style="padding-right: 40px;">If shared by 2 tenants</td> <td style="text-align: right;">40%</td> </tr> <tr> <td style="padding-right: 40px;">If shared by 3 tenants</td> <td style="text-align: right;">50%</td> </tr> </table>	If shared by 2 tenants	40%	If shared by 3 tenants	50%
	If shared by 2 tenants	40%				
	If shared by 3 tenants	50%				
Site fee:	Determined on an itemised basis based on actual cost (including site rental, one-time slotting fees and coordination fee)					
Basic Product Unit:	Same as the DAS products for commercial building					

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*Note:*

(1) Including but not limited to airports, train stations, exhibition centers, and gymnasiums.

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**CONNECTED TRANSACTIONS**

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*Transmission products*

The pricing for the transmission products is determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to actual construction cost, number of the Telecom Shareholders and their respective branches/subsidiaries connected and a fixed cost margin. The construction cost covers, among other things, the material cost, construction cost, design cost, supervision cost and compensation cost during the construction. The material details of the pricing principles for transmission products are set out below:

<b>Transmission products (constructed per the request and on behalf of the Telecom Shareholders and their subsidiaries)</b>	Product price (on an itemised basis) =	$\frac{\text{actual construction cost}}{\text{number of the Telecom Shareholder and their respective branches/subsidiaries connected}} \times (1 + \text{cost margin})$	
	Construction cost:	Including but not limited to, the expenses for materials, construction, design, supervision and compensations during the process, among which, the compensations including but not limited to, compensations for coordination, road, bridge/river-crossing, road-crossing, farmland and forest-crossing, etc.	
	Cost margin:	5%	
Ownership and undertaking of cost:	The ownership, maintenance arrangements and cost of transmission products will be determined with reference to the established practice in respect of the joint construction and sharing arrangements prior to the establishment of the Company by the respective branches/subsidiaries of the Telecom Shareholders.		

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## CONNECTED TRANSACTIONS

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<b>Transmission products (provision of service for the transaction products constructed and owned by the Company)</b>	Product price (on an itemised basis) =	$\left[ \sum \frac{\text{construction cost}}{\text{years of depreciation}} \times (1 + \text{impairment rate}) + \text{maintenance cost} \right] \times (1 + \text{cost margin}) \times (1 - \text{co-location discount rate})$				
	Construction cost:	Including but not limited to, the expenses for materials, construction, design, supervision and compensations during the process, among which, the compensations including but not limited to, compensations for coordination, road, bridge/river-crossing, road-crossing, farmland and forest-crossing, etc.				
	Years of depreciation:	ten years				
	Impairment rate:	2% (covering overhaul and damages)				
	Maintenance cost:	covering expenses for outsourcing maintenance, repair and consumable items, and shall be determined according to the amount actually incurred				
	Co-location discount:	<table border="0" style="margin-left: 20px;"> <tr> <td style="padding-right: 20px;">If shared by 2 tenants</td> <td style="text-align: right;">30%</td> </tr> <tr> <td style="padding-right: 20px;">If shared by 3 tenants</td> <td style="text-align: right;">40%</td> </tr> </table>	If shared by 2 tenants	30%	If shared by 3 tenants	40%
If shared by 2 tenants	30%					
If shared by 3 tenants	40%					
	Cost margin:	15%				
Ownership and undertaking of cost:	the ownership of transmission products belongs to the Company, and the maintenance and its cost shall be borne by the Company.					

### *Service products*

The pricing for the service products includes the lump sum method, the pass-through method or such other method determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to labor cost, management cost and/or capital cost as set out below. The pricing for gasoline or diesel power generation service is based on either a lump sum or an itemised basis (determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to base price for single-time power generation, gasoline or diesel cost for power generation, duration, vehicle usage fee, and cost margin). The pricing for extra battery assurance service is determined after arm’s length negotiations by the parties during the ordinary and usual course of business of the Company with reference to standard construction cost, years of depreciation, impairment rate and cost margin. The material details of the pricing principles for service products are set out below:

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**CONNECTED TRANSACTIONS**

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<b>Power service</b>	Lump sum service for power guarantee:	Shall be further agreed in the respective provincial company service agreements between the provincial branches/subsidiaries of the parties, of which the period shall not be more than three years and neither service mode nor price can be changed during such term.  The Company’s branches shall negotiate with relevant branches/subsidiaries of the Telecom Shareholders in relation to the lump sum service to determine the total amount of electricity fee. Relevant branches/subsidiaries of the Telecom Shareholders shall pay the electricity fees monthly. If a station site is activated for less than one month, the electricity fee will be calculated according to the actual number of days for which such site has been activated.
	Pass-through service for power guarantee:	The Company’s branches shall provide the electricity bills and the electricity consumption split sheets of power supply units to branches/subsidiaries of the Telecom Shareholders. In particular, the electricity fees for shared sites shall be borne by branches/subsidiaries of the Telecom Shareholders in proportion to the nominal power or actual electricity consumption (according to direct current meters) of their facilities. The branches/subsidiaries of the Telecom Shareholders shall pay electricity fees to the power supply units or owners of the sites in accordance with their electricity consumption and obtain relevant invoices. Provincial branches/subsidiaries of the parties shall negotiate to resolve the issue in case of the absence of invoices.
	Service of paying electricity fees on behalf of customers:	The branches/subsidiaries of the Telecom Shareholders shall pay electricity fees to branches of the Company equal to the actual electricity fees paid by the Company on behalf of the subsidiaries of the Telecom Shareholders and obtain the relevant receipts from the Company. The provincial branches of the Company shall determine the payment period with the Telecom Shareholders and their branches/subsidiaries after arm’s length negotiations. If the Telecom Shareholders and their subsidiaries pay the amount due after the payment period, the parties shall determine the service fees with reference to factors such as the financing cost after arm’s length negotiations.
<b>Gasoline or diesel power generation services</b>		Shall be further agreed by the provincial branches/subsidiaries of the parties whether to use pricing on a lump sum basis or on an itemised basis. The branches/subsidiaries of the Telecom Shareholders shall confirm, in respective Service Confirmation Letter, which method of pricing shall be used.
	Priced on a lump sum basis:	Details shall be further agreed in the respective Service Confirmation Letter to be entered into between the provincial branches/subsidiaries of the parties

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**CONNECTED TRANSACTIONS**

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Priced on an itemised basis: Details shall be further agreed by provincial branches/subsidiaries of the parties with reference to the following formula:

Single-time service price = single-time power generation cost × (1 + cost margin)

Single-time power generation cost      Single-time power generation cost = base price for single-time power generation + gasoline or diesel cost for power generation per hour × power generation duration + vehicle usage fee per kilometre × number of kilometres

The relevant parameters shall be determined by the provincial branches/subsidiaries of the parties with reference to the power generation prices provided by third parties.

Cost margin      5% of the single-time power generating cost

**Extra battery assurance service**      Product price for one system = (  $\frac{\text{construction cost}}{\text{years of depreciation}}$  ) × (1 + impairment rate) × (1 + cost margin)

If the equipment power does not exceed 1.5KW      RMB400/year (relevant parameters calculated with reference to those in the price formula for tower products)

If the equipment power exceeds 1.5KW for one hour      To be negotiated by the provincial branches/subsidiaries of the parties with reference to the formula above

Note: One system means an hour of battery service provided for a set of equipment with the total power not exceeding 1.5KW.

The pricing for tower products includes three-hour backup battery assurance service for the master facilities and 10-hour for the transmission facilities. The services exceeding the aforementioned scope will be charged according to the standard pricing mentioned above.



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## CONNECTED TRANSACTIONS

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### Payment Arrangement

In terms of the services and products of which the service fee is measured by month, the service fee payable should be calculated in accordance with the following formula, if the service term of certain month is less than one month:

$$\text{Service fee payable of a certain month} = (\text{actual service days/number of days in certain month}) \times \text{service fee}$$

Provided that the respective branches of the Company provide the invoices of the service fees on time, the Telecom Shareholders and their respective branches/subsidiaries confirm the invoices on time and the respective branches of the Company provide the value-added tax invoice on time, the Telecom Shareholders and their respective branches/subsidiaries shall pay the service fees incurred during the preceding month before the 25th day of the current month.

### Adjustment of the Pricing Mechanism

Considering factors such as inflation, the parties may adjust the maintenance cost and site fee for the year with reference to the Consumer Price Index published by the national statistics authority for the previous year. Such adjustments shall be effective from January 1 of the year during which the adjustments were made and applied retrospectively.

If the real estate market or the steel price fluctuates sharply, the parties shall further negotiate to adjust, among other things, the site fee and product price accordingly.

Prior to the expiry of the Service Framework Agreements on December 31, 2022, the parties shall negotiate to determine the subsequent pricing matters.

### Historical Figures

During the Track Record Period, the transaction amounts of the Principal Services Provided to the Telecom Shareholders are set out below:

*Transaction amount of the principal services provided to China Mobile Company and its subsidiaries:*

Revenue generated by the Company

Category	For the year ended December 31,		
	2015	2016	2017
	(RMB in millions)		
Tower products <sup>(1)</sup>	4,488	27,545	34,795
DAS products <sup>(2)</sup>	22	241	715
Transmission products <sup>(3)</sup>	—	—	9
Service products <sup>(4)</sup>	50	856	1,280
<b>Total</b>	<b>4,560</b>	<b>28,642</b>	<b>36,799</b>

## CONNECTED TRANSACTIONS

### Advances made by the Company

Category	Balances as at December 31,		
	2015	2016	2017
	(RMB in millions)		
Service products <sup>(5)</sup>	122	2,325	2,575

*Transaction amount of the principal services provided to China Unicom Corporation:*

### Revenue generated by the Company

Category	For the year ended December 31,		
	2015	2016	2017
	(RMB in millions)		
Tower products <sup>(1)</sup>	2,280	14,680	15,569
DAS products <sup>(2)</sup>	11	85	249
Transmission products <sup>(3)</sup>	—	—	3
Service products <sup>(4)</sup>	23	298	409
<b>Total</b>	<b><u>2,314</u></b>	<b><u>15,063</u></b>	<b><u>16,230</u></b>

### Advances made by the Company

Category	Balances as at December 31,		
	2015	2016	2017
	(RMB in millions)		
Service products <sup>(5)</sup>	81	1,036	861

*Transaction amount of the principal services provided to China Telecom:*

### Revenue generated by the Company

Category	For the year ended December 31,		
	2015	2016	2017
	(RMB in millions)		
Tower products <sup>(1)</sup>	1,896	11,895	14,689
DAS products <sup>(2)</sup>	12	95	320
Transmission products <sup>(3)</sup>	—	—	7
Service products <sup>(4)</sup>	19	273	445
<b>Total</b>	<b><u>1,927</u></b>	<b><u>12,263</u></b>	<b><u>15,461</u></b>

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## CONNECTED TRANSACTIONS

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Advances made by the Company

Category	Balances as at December 31,		
	2015	2016	2017
	(RMB in millions)		
Service products <sup>(5)</sup>	17	766	746

Notes:

- (1) Including the fees from the provision of services in relation to the tower products.
- (2) Including the fees from the provision of services in relation to the DAS products.
- (3) Including the fees from the provision of services in relation to the transmission products.
- (4) Including the fees from the provision of services in relation to the service products.
- (5) Represents the balances of the advances made by the Company at the relevant time in relation to services of paying electricity fees on behalf of customers.

### *Annual caps*

Under Rule 14A.53 of the Hong Kong Listing Rules, the listed issuer must set an annual cap for the continuing connected transactions. The Company believes that it is impracticable and extremely difficult to set annual caps for the transactions under the Service Framework Agreements. Therefore, we have applied to the Hong Kong Stock Exchange for[, and the Hong Kong Stock Exchange has granted to us,] a waiver under Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the annual cap requirements on the basis of the following and allowed us not to set annual caps for transactions contemplated under the above mentioned framework agreements within their terms, being five years:

- **A fixed annual cap will limit the business development of the Company.** As the Telecom Shareholders are the major customers of the Company and make substantial contribution to its revenue, setting annual caps with fixed monetary amounts for the Principal Services Provided to the Telecom Shareholders would place an arbitrary ceiling on the revenue of the Company and therefore hinder the development of the Company, which will not be in the interests of the Company and any of the Shareholders, including the minority Shareholders. Besides, it is not meaningful to provide for a percentage cap based on the revenue given the substantial contribution of the revenue generated from transactions between the Company and the Telecom Shareholders and their respective branches/subsidiaries.
- **A formula-based pricing mechanism without monetary annual caps is the only practical solution.** As opposed to monetary annual caps, fees calculated with reference to a pricing formula is the only practical solution. The Principal Services Provided to the Telecom Shareholders are in the ordinary and usual course of the business of the Company with high frequency and are market-driven, of which the pricing, for example, of tower products, reflects, among other things, the price of the maintenance cost, steel price and site fee. The value of each of these factors is determined by the market and varies from time to time, which could fluctuate beyond the control of the parties.

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## CONNECTED TRANSACTIONS

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- **Impracticable and extremely difficult to set annual caps.** It is impracticable and extremely difficult to set annual caps considering the relatively long term (five years) of the Service Framework Agreements as it would involve making assumptions on the future performance of the Company over a period of up to five years. In addition, the Principal Services Provided to the Telecom Shareholders are primarily driven by the business development of the Telecom Shareholders based on the society’s growing demand for telecommunication services and are therefore not under the control of the Company.
- **Uncertainty to the business operation/management of the Company.** Given the Principal Services Provided to the Telecom Shareholders are the core strategic transactions for the businesses of the Company, it is therefore necessary for the Company to apply for a waiver from setting annual caps for a five-year term. If the absence of a monetary cap is subject to the approval of the Shareholders of the Company after three years or a longer period, the uncertainty of Shareholders’ approval would give rise to greater uncertainty as to whether the Service Framework Agreements will be functional within their whole terms.

### *Reasons and Benefits for the Transactions*

The transactions contemplated under the Service Framework Agreements are the core strategic transactions for the businesses of the Company. As the Telecom Shareholders have huge and stable demands for the services in relation to the Relevant Products, fair business cooperation with such parties helps the Company to secure stable revenue and cash flows and maintain a leading industry position. Meanwhile, given numerous quantities, nationwide distribution and relatively low revenue of single unit of the Relevant Products (such as towers), the substantial demands from the Telecom Shareholders help the Company to improve the utilization rate of assets of which the construction was completed. Moreover, the Company normally needs to obtain bank borrowings and other financing for acquiring and/or constructing towers and the relevant assets. Securing long-term users of towers and the relevant assets in order to recover the financing cost is in line with the interests of the Company.

In addition, as the demands for Relevant Products in the PRC market are mainly derived from the Telecom Shareholders and their branches/subsidiaries, who are also the major participants in the telecommunications market in China, it is inevitable that the Company would need to conduct business with such parties.

### *Implications under the Hong Kong Listing Rules and waivers from strict compliance with the Hong Kong Listing Rules*

The highest applicable percentage ratio in respect of transactions under each of the Service Framework Agreements is expected to be above 5%. Such transactions, therefore, shall be subject to the reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Hong Kong Listing Rules.

As the transactions under each of the Service Framework Agreements are expected to continue on a recurring and continuing basis and are fully disclosed in this document, the Directors consider that strict compliance with the announcement and independent shareholders’ approval requirements would be impracticable, unduly burdensome and would impose unnecessary administrative cost upon the Company.

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## CONNECTED TRANSACTIONS

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Accordingly and as discussed above, in respect of the transactions under each of the Service Framework Agreements, we have applied to the Hong Kong Stock Exchange for[, and the Hong Kong Stock Exchange has granted to us,] a waiver under Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the announcement and independent shareholders’ approval requirements under Rules 14A.35 and 14A.36, the maximum three-year term requirement under Rule 14A.52 and the annual cap requirement under Rule 14A.53 of the Hong Kong Listing Rules.

### OTHER SERVICES PROVIDED TO THE TELECOM SHAREHOLDERS

In addition to the Principal Services Provided to the Telecom Shareholders, the Company also provides site resource service for the Telecom Shareholders and their respective branches/subsidiaries (the “**Other Services Provided to the Telecom Shareholders**”) to serve their customers by primarily addressing their needs for government and enterprise private communications networks and data collection (including but not limited to data collection in relation to surveillance for air quality, seismology, land, marine and prevention of forest fire). The site resource services include providing the Company’s site resources for the customers of the Telecom Shareholders and their respective branches/subsidiaries to host certain equipment of them, and assisting them to maintain a smooth operation of such equipment through provision of the Company’s maintenance and power services. See “*Business — TSSAI business with customers from different industries — Site resources service*” for details of the content of the services.

During the Track Record Period, the transaction amounts of the Other Services Provided to the Telecom Shareholders are set out below:

Revenue generated by the Company	For the year ended December 31,		
	2015	2016	2017
	(RMB in millions)		
From China Mobile Company and its subsidiaries	—	4	5
From China Unicom Corporation	—	—	2
From China Telecom	—	—	6

As the Other Services Provided to the Telecom Shareholders are conducted in the ordinary and usual course of business and on terms and conditions no more favorable to customers who are Independent Third Parties, and each of the applicable percentage ratios (other than the profits ratio) for such transactions calculated in accordance with Rule 14.07 of the Listing Rules is expected to be below 0.1% on an annual basis, such transactions fall within the *de minimis* threshold as stipulated under Rule 14A.33(3) of the Listing Rules and are fully exempt from the reporting, annual review, announcement and independent shareholders’ approval requirements.

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## CONNECTED TRANSACTIONS

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### PROPERTY LEASING FROM EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES

#### Property Lease Framework Agreements with each of the Telecom Group Companies

The Company entered into the property lease framework agreements (the “**Property Lease Framework Agreements**”) with each of the Telecom Group Companies on substantially the same terms and conditions on [●] 2018, respectively, pursuant to which the Company may lease certain properties from each of the Telecom Group Companies and their respective associates. The Telecom Group Companies and their respective associates shall enter into separate agreements with the Company or its relevant provincial branches, which shall set out specific terms and conditions pursuant to the principles and conditions provided in the Property Lease Framework Agreements.

#### *Principal Terms*

##### *Service Provided*

Pursuant to the Property Lease Framework Agreements, the properties to be leased from each of the Telecom Group Companies and their respective associates include buildings and land. Each of the Telecom Group Companies and their respective associates also provide relevant property management services in relation to some of the properties leased to the Company.

##### *Service Period*

The Property Lease Framework Agreements are valid from the [REDACTED] to [December 31, 2020] and are renewable upon mutual agreement of both parties, respectively.

#### *Pricing Policy*

Under the Property Lease Framework Agreements, the rents and management fees shall be determined and paid as follows:

- the rents and management fees of office buildings will be determined with reference to the market price at the time of signing individual agreements. If there is no market price or the market price cannot be determined, the rents and management fees will be determined by the parties with reference to reasonable costs, taxes payable and fees and reasonable profits;
- the rents and management fees of buildings and land used for the Company’s production and operation will be determined with reference to the market price at the time of signing individual agreements. If there is no market price or the market price cannot be determined, the rents and management fees will be determined by the parties with reference to reasonable costs, taxes payable and fees and reasonable profits;

## **CONNECTED TRANSACTIONS**

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- during the leasing term of individual leased property, the management fees, including but not limited to, property fees, water fees, electricity fees, cleaning fees, air-conditioning fees, heating fees, parking fees and other fees related to the use of the leased property, will be determined by the parties with reference to the market price of similar property management service at the time of signing individual agreements; and
- the relevant standard for the rents will be regularly reviewed and adjusted according to individual agreements.

### ***Historical Figures***

#### *Historical figures for transactions under Property Lease Framework Agreement with CMCC*

For the three years ended December 31, 2015, 2016 and 2017, the rents and management fees paid to CMCC and its associates by the Company were RMB96 million, RMB463 million and RMB255 million, respectively.

#### *Historical figures for transactions under Property Lease Framework Agreement with CUC*

For the three years ended December 31, 2015, 2016 and 2017, the rents and management fees paid to CUC and its associates by the Company were RMB47 million, RMB282 million and RMB109 million, respectively.

#### *Historical figures for transactions under Property Lease Framework Agreement with CTC*

For the three years ended December 31, 2015, 2016 and 2017, the rents and management fees paid to CTC and its associates by the Company were RMB103 million, RMB485 million and RMB387 million, respectively.

The decrease in the transaction amounts for 2017 was mainly due to the decrease in the number of properties subleased by the Telecom Group Companies and their associates.

### ***Annual Caps***

#### *Annual caps for transactions under Property Lease Framework Agreement with CMCC*

The aggregate annual rents and management fees for transactions under Property Lease Framework Agreement with CMCC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB291 million, RMB312 million and RMB330 million, respectively.

#### *Annual caps for transactions under Property Lease Framework Agreement with CUC*

The aggregate annual rents and management fees for transactions under Property Lease Framework Agreement with CUC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB123 million, RMB130 million and RMB138 million, respectively.

## **CONNECTED TRANSACTIONS**

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### *Annual caps for transactions under Property Lease Framework Agreement with CTC*

The aggregate annual rents and management fees for transactions under Property Lease Framework Agreement with CTC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB464 million, RMB498 million and RMB533 million, respectively.

### *Basis of Annual Caps*

In determining the proposed annual caps for the transactions contemplated under the Property Lease Framework Agreements, we have considered, among other things, the following key factors:

- historical figures mentioned above (in particular the highest transaction amount over the Track Record Period);
- rents and management fees paid under the existing leases with each of the Telecom Group Companies and their associates;
- although the transaction amounts of the leasing of operating properties in 2017 decreased due to decrease in number of properties subleased by the Telecom Group Companies and their respective associates, the Company expects that the number of leased operating properties will remain stable in general from 2018;
- as the number of the properties leased by the branches of the Company have gradually increased since the establishment of the Company, the rents and property management fees for leased offices paid by the Company increased substantially during the Track Record Period, and the Company expects that such transactions will continue to increase relatively substantially during the three years ending December 31, 2020; and
- the growth rate of the rents and management fees of the leased properties over the Track Record Period, and the expected rate of such growth in the upcoming years, in particular, the expected increase of market rental charges for property leasing in the first and second-tier cities in the PRC.

### *Reasons and Benefits of the Transaction*

When we lease properties in the ordinary and usual course of our business, we select properties and landlords based on our internal evaluation and selection procedures taking into account various factors including our business needs, the rentals charged and location of the properties. We select the most suitable landlord among the candidates which comprise both connected persons and Independent Third Parties.



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## **CONNECTED TRANSACTIONS**

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The majority of the properties leased by us from each of the Telecom Group Companies and their respective associates are related to the main businesses of the Company. The rest of the properties leased by us from them are mainly offices. We entered into such arrangements with the Telecom Group Companies and their respective associates due to the suitability of the locations, prices and quality of the properties offered by them. In addition, as there are generally operating assets (such as towers) located on those leased properties, having considered the business relationships between us and each of the Telecom Group Companies and their respective associates, leasing properties from them is considered beneficial to us for safeguarding our operating assets, and to the stability of our business operation.

### ***Implications under the Hong Kong Listing Rules and waivers from strict compliance with the Hong Kong Listing Rules***

The highest applicable percentage ratio in respect of the transactions under each of the Property Lease Framework Agreements is expected to be above 0.1% but less than 5%. Such transactions, therefore, shall be subject to the reporting, annual review and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As the transactions under the Property Lease Framework Agreements are expected to continue on a recurring and continuing basis, the Directors consider that strict compliance with the announcement requirement would be impracticable, unduly burdensome and would impose unnecessary administrative cost upon us.

Accordingly and as discussed above, in respect of the transactions under each of the Property Lease Framework Agreements, we have applied to the Hong Kong Stock Exchange for[, and the Hong Kong Stock Exchange has granted to us,] a waiver under Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the announcement requirement under Rule 14A.35 of the Hong Kong Listing Rules.

## **NON-TELECOMMUNICATIONS SERVICES PROVIDED BY EACH OF THE TELECOM GROUP COMPANIES AND THEIR RESPECTIVE ASSOCIATES**

### **Service Supply Framework Agreement with each of the Telecom Group Companies**

The Company entered into a service supply framework agreement (together, the **Service Supply Framework Agreements**) with each of the Telecom Group Companies, on substantially the same terms and conditions, on [●] 2018, respectively, pursuant to which the associates of each of the Telecom Group Companies will provide construction, design, supervision, outsourcing maintenance, intermediary, supply chain and/or training services to the Company. The associates of each of the Telecom Group Companies, respectively, shall enter into separate agreements with the Company or its relevant provincial branches, which shall set out specific terms and conditions pursuant to the principles and conditions provided in the Service Supply Framework Agreements.

## CONNECTED TRANSACTIONS

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### *Principal Terms*

#### *Service Provided*

The services provided by each of the Telecom Group Companies and their respective associates under the Service Supply Framework Agreements include:

- **construction service:** construction of individual projects, including but not limited to, construction and transformation of new and existing shelters of wireless base stations, height extension holders for antennas, base station ancillaries, distributed antenna systems, tunnel distribution systems and relevant ancillaries on the construction site or integration services;
- **design service:** consultancy, plan, survey, design, detection and optimization and review services for proposed construction or transformation projects, including but not limited to, technical consulting, network planning, feasibility study, plan design, project design, assistance in materials procurement, project acceptance, tower testing, lightning devices testing, environment testing and network optimization for individual construction projects;
- **supervision service:** supervision of individual construction projects, including but not limited to, reviewing the construction organization designs and technical plans, the progress plans of the constructions, and the technical measures for ensuring quality, safety and civilized construction provided by contractors, verifying the qualification of third parties (such as contractors) and their staff and the technical equipment they use in the constructions and providing on-site supervision of the quantity and quality of materials provided, supervising quality and safety of projects during construction phase and examining the completion and settlement of projects;
- **outsourcing maintenance service:** maintenance and repairment of telecommunications towers and base stations infrastructure ancillary facilities, including but not limited to, on-site maintenance of the telecommunications towers, base stations and other ancillary facilities (including but not limited to the environmental facilities, batteries, air conditioners, power distribution boxes) and DAS, and gasoline or diesel power generation services;
- **intermediary service:** including tender/procurement agent services, i.e. services in relation to tender/procurement as instructed or authorised by the Company in accordance with relevant laws and regulations, including but not limited to, designing, amending and adjusting the tender/procurement plans, preparing and amending tender/procurement documents that comply with relevant laws and standards, issuing tender/procurement announcements, issuing tender/procurement documents, organizing meetings to explain and answer questions related to tender/procurement documents, collecting tender/answer documents, organizing bid openings in accordance with relevant regulations of the PRC, reviewing bids in due procedure, assisting the Company in determining the winning bidder, participating in commercial negotiations, meetings and discussions with the bidding parties

## CONNECTED TRANSACTIONS

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on behalf of the Company, assisting in assessing the bidding, participating in the preparation, amendment and negotiation of relevant contractual documents, conducting or assisting the Company in conducting the whole application and registration procedures during the bidding processes;

- **supply chain service:** supply chain services for individual construction projects, including but not limited to services relating to all aspects of supply chain, such as warehouse hosting, logistics and distribution, reverse logistics, logistics solutions consulting, terminal equipment sales, import and export agency, waste materials auction, product quality inspection and product repairment and maintenance; and/or
- **training service:** various technical, management and practical trainings, and third-party certification services for occupation or skill.

### *Service Period*

The Service Supply Framework Agreements are valid from the [REDACTED] to [December 31, 2020] and are renewable upon mutual agreement of the parties, respectively.

### *Pricing Policy*

Transaction terms, such as services fees, payment method and miscellaneous expenses will be determined in accordance with relevant market price. If there is no market price, in order to make sure the prices of services offered are fair and reasonable, the parties shall refer to historical prices related to the services and, after collecting the information of market prices of such services in the industry through channels such as bids from other providers of similar services, determine the price based on average profit margin in the market or financial cost margin before agreeing on the pricing. Such costs include costs of raw materials, accessories, years of depreciation, labor, energy, management cost, financial fees and payable taxes and fees.

In determining the pricing standards, the parties should at least consider two comparable transactions entered into with the Independent Third Parties holding the same qualifications and conditions as those of the Telecom Group Companies and their associates during the same period where practical. The Company shall determine the specific method for providing project design/construction services through bidding or other procurement processes. The associates of the Telecom Group Companies which participate in the bidding shall have the qualifications and conditions not inferior to those of the Independent Third Parties, and shall participate in the bidding or other procurement processes on equal terms with the Independent Third Parties. In such case, both parties shall determine the pricing in accordance with the final prices agreed in the bidding or other procurement processes.

### *Historical Figures*

#### *Historical figures for transactions under the Service Supply Framework Agreement with CMCC*

For the three years ended December 31, 2015, 2016 and 2017, the aggregate service fees paid to CMCC and its associates by the Company were RMB433 million, RMB799 million and RMB786 million, respectively.

## **CONNECTED TRANSACTIONS**

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### *Historical figures for transactions under the Service Supply Framework Agreement with CUC*

For the three years ended December 31, 2015, 2016 and 2017, the aggregate service fees paid to CUC and its associates by the Company were RMB195 million, RMB631 million and RMB786 million, respectively.

### *Historical figures for transactions under the Service Supply Framework Agreement with CTC*

For the three years ended December 31, 2015, 2016 and 2017, the aggregate service fees paid to CTC and its associates by the Company were RMB3,490 million, RMB6,217 million and RMB7,971 million, respectively.

### *Annual Caps*

#### *Annual caps for transactions under the Service Supply Framework Agreement with CMCC*

The aggregate annual fees for transactions under the Service Supply Framework Agreement with CMCC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB950 million, RMB1,072 million and RMB1,211 million, respectively.

#### *Annual caps for transactions under the Service Supply Framework Agreement with CUC*

The aggregate annual fees for transactions under the Service Supply Framework Agreement with CUC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB932 million, RMB1,047 million and RMB1,177 million, respectively.

#### *Annual caps for transactions under the Service Supply Framework Agreement with CTC*

The aggregate annual fees for transactions under the Service Supply Framework Agreement with CTC for the three years ending December 31, 2018, 2019 and 2020 shall not exceed RMB9,769 million, RMB10,872 million and RMB12,103 million, respectively.

### *Basis of Annual Caps*

In determining the proposed annual caps for the transactions contemplated under the Service Supply Framework Agreements, we have considered, among other things, the following key factors:

- historical figures mentioned above (in particular the highest transaction amount over the Track Record Period);
- the increase of our demand for outsourcing maintenance services due to the increase of the number of towers and other products in operation;
- it is expected that our demand for design, construction and supervision services tends to be stable in general with moderate increase in accordance with our business and construction plan;

## **CONNECTED TRANSACTIONS**

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- as per our communications with CTC, it is expected that CTC and its associates will commence new businesses in the future which may result in the increase in the transaction amounts between us;
- market condition, availability and the reasonable price range expected for construction, design, supervision, outsourcing maintenance, intermediary, supply chain and training services provided by each of the Telecom Group Companies and their respective associates; and
- the considerable increase of the labor cost during the Track Record Period and the expected rise in the future.

### ***Reasons and Benefits of the Transaction***

The Company is in need of the types of services under the Service Supply Framework Agreements in order to carry out its continuing business activities. The Company adopts methods such as bidding process to select relevant service providers in a fair and open manner during its ordinary and usual course of business. The Company is able to select freely among connected persons including the Telecom Group Companies and their respective associates or carry out transactions with Independent Third Parties to seek services based on a consistent standard. The Telecom Group Companies and/or their respective associates may become relevant service providers of the Company if they meet the standards (same standards as those for Independent Third Parties) of the Company in those procedures. The services under the Service Supply Framework Agreements are not exclusive. Besides, due to the long-term cooperation between each of the Telecom Group Companies and their respective associates and the Group, they understand the business requirement of the Company and therefore could provide us with quality services.

### ***Implications under the Hong Kong Listing Rules and Waivers from Strict Compliance with the Hong Kong Listing Rules***

*Transactions with CMCC, CUC and their respective associates — waiver from strict compliance with announcement requirement*

The highest applicable percentage ratio in respect of the transactions under each of the Service Supply Framework Agreements with each of CMCC and CUC is expected to be above 0.1% but less than 5%. Such transactions, therefore, shall be subject to the reporting, annual review and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As the transactions under the Service Supply Framework Agreements with each of CMCC and CUC are expected to continue on a recurring and continuing basis, the Directors consider that strict compliance with the announcement requirement would be impracticable, unduly burdensome and would impose unnecessary administrative cost upon us.

Accordingly, we have applied to the Hong Kong Stock Exchange for[, and the Hong Kong Stock Exchange has granted to the Company,] a waiver under Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the announcement requirement under Rule 14A.35 of the Hong Kong Listing Rules in respect of the transactions under the Service Supply Framework Agreements with each of CMCC and CUC.

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## **CONNECTED TRANSACTIONS**

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### *Transactions with CTC and its associates — waiver from strict compliance with announcement and independent shareholders’ approval requirements*

The highest applicable percentage ratio in respect of the transactions under the Service Supply Framework Agreement with CTC is expected to be above 5%. Such transactions, therefore, shall be subject to the reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Hong Kong Listing Rules.

For the same reason discussed above, we have applied to the Hong Kong Stock Exchange for[, and the Hong Kong Stock Exchange has granted to us,] a waiver under Rule 14A.105 of the Hong Kong Listing Rules from strict compliance with the announcement and independent shareholders’ approval requirements under Rules 14A.35 and 14A.36 of the Hong Kong Listing Rules in respect of the transactions under the Service Supply Framework Agreement with CTC.

### **Fully-exempt Loans Provided by CMCC Group**

CMCC Group provided loans to the Company in the past and are expected to continue to provide such services to the Company after the [REDACTED]. Such loans will constitute the continuing connected transactions of the Company.

During the Track Record Period, the historical figures in respect of the loans provided by CMCC Group are set out below:

	<b>For the year ended December 31,</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(RMB million)</b>		
Balance at the beginning of the period	—	3,000	4,650
Loans provided by CMCC Group	3,000	4,650	23,059
Repayments made by the Company	—	3,000	8,400
Balance at the end of the period	3,000	4,650	19,309

As such transactions, being a form of financial assistance (as defined in the Hong Kong Listing Rules), are conducted on normal commercial terms and are not secured by assets of the Company, they are fully exempt under Rule 14A.90 of the Hong Kong Listing Rules.

### **FULLY-EXEMPT TELECOMMUNICATIONS SERVICES PROVIDED BY EACH OF CMCC GROUP, CUC GROUP AND CTC GROUP**

Each of CMCC Group, CUC Group and CTC Group provided telecommunications services, including but not limited to, telephone/mobile phone services for personal and business use, field supervision unit service for data monitoring, cloud service and broadband service to the Company in the past and is expected to continue to provide such services to the Company after the [REDACTED]. Such services will constitute the continuing connected transactions of the Company.

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## **CONNECTED TRANSACTIONS**

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During the Track Record Period, the fees paid to each of CMCC Group, CUC Group and CTC Group by the Company in relation to the telecommunication services are set out below:

<b>Fees paid to</b>	<b>For the year ended December 31,</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(RMB million)</b>		
CMCC Group	10	18	19
CUC Group	10	15	52
CTC Group	13	20	24

As such services are on normal commercial terms and in the ordinary and usual course of business of the Company, and

- the services are types ordinarily supplied for private use or consumption;
- the services are for the Company’s own consumption or use, and not to be processed into the Company’s products, or for resale;
- there is an open market and transparency in the pricing of such services;
- the services are consumed or used by the Company in the same state as when they were bought; and
- the transaction are made on no less favorable terms to the Company than those available to Independent Third Parties,

such transactions, therefore, are fully exempt from reporting, annual review, announcement and the independent Shareholders’ approval requirements under Rule 14A.97 of the Hong Kong Listing Rules.

### **OTHER TRANSACTIONS**

#### **Fully-exempt Procurement of Materials from each of the Telecom Group Companies and their Respective Associates**

The Company adopts a standard process of procurement of products from suppliers which include Independent Third Parties as well as connect persons through its “E-procurement Platform,” which provides the information of the suppliers, their products and the prices of the products. Therefore, the Company may purchase the products from the Telecom Group Companies and their respective associates as listed on its “E-procurement Platform” from time to time. The Company procured materials such as softwares and accessories and parts required by our business from each of the Telecom Group Companies and their respective associates. Such transactions were conducted and are expected to continue between the Company and each of the Telecom Group Companies and their



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## **CONNECTED TRANSACTIONS**

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respective associates in the Company’s ordinary course of business depending on the actual business needs of the Company and the qualities and prices of the products provided by each of the Telecom Group Companies and their respective associates, and thus will constitute continuing connected transactions of the Company.

During the Track Record Period, the amounts paid to each of CMCC, CUC and CTC and their respective associates by the Company for the procurement of materials mentioned above are set out below:

<b>Amounts paid to</b>	<b>For the year ended December 31,</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	(RMB million)		
CMCC and its associates	3	23	—
CUC and its associates	4	3	—
CTC and its associates	17	9	6

As each of the applicable percentage ratios (other than the profits ratio) for the transactions mentioned above calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules is expected to be below 0.1% on an annual basis, such transactions fall within the *de minimis* threshold as stipulated under Rule 14A.33(3) of the Hong Kong Listing Rules and are fully-exempt from the reporting, annual review, announcement and independent shareholders’ approval requirements.

### **MEASURES TO SAFEGUARD THE INTERESTS OF OUR SHAREHOLDERS**

To safeguard the interests of the Shareholders as a whole, including the minority Shareholders, the Company has put in place internal approval and monitoring procedures relating to the connected transactions contemplated under the agreements mentioned above, which include the following:

- the pricing of the connected transactions should be no less favorable to the Company than the prices provided by the Independent Third Parties or provided to the Independent Third Parties in respect of similar products or services. If there is no market prices or the pricing is restricted, the written agreements shall set out the standard for the cost and profit of the relevant transactions;
- the Company has established the Connected Transaction Committee, comprising of all independent non-executive Directors and the chairman of the Board. The Connected Transaction Committee will consider the connected transactions requiring approval from the Board and/or Shareholders’ general meeting, and provide opinion thereof to the Board;
- the independent non-executive Directors and auditors will conduct annual review of the non-exempt continuing connected transactions mentioned above and provide annual confirmations in accordance with the Hong Kong Listing Rules (as applicable) that the non-exempt continuing connected transactions are conducted in accordance with the terms of the relevant agreements, on normal commercial terms and in accordance with the pricing policy and/or do not exceed the proposed applicable annual caps; and



## **CONNECTED TRANSACTIONS**

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- we have formulated internal guidelines according to the Hong Kong Listing Rules, which provide approval procedures for connected transactions including:
  - the finance departments of our provincial branches shall review the transaction amounts of relevant continuing connected transactions quarterly;
  - in respect of the connected transactions not governed by the existing framework agreements (if any), our provincial branches shall communicate with the headquarters in advance and provide necessary documents to facilitate related decision-making and disclosure process;
  - the Company shall collect the transaction amount information monthly and conduct analysis of the data quarterly to manage the connected transactions; and
  - additional approvals are required for transactions exceeding the proposed annual caps (if applicable).

### **CONFIRMATION FROM THE DIRECTORS**

The Directors (including the independent non-executive Directors) are of the view that (1) the continuing connected transactions as set out above have been and will be entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and are fair and reasonable and in the interest of the Company and the Shareholders as a whole, and the proposed annual caps for those transactions (if applicable) are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (2) the five-year term of those transactions under the Service Framework Agreements is in accordance with normal business practice, and the purpose of the agreements is to provide stability and certainty to the business of the Company and that therefore the five-year term of those transactions is fair and reasonable, and in the interests of Shareholders as a whole.

### **CONFIRMATION FROM THE JOINT SPONSORS**

Based on the documentation and data provided by us and participation in the due diligence and discussion with us, the Joint Sponsors are of the view that (1) the aforesaid non-exempt continuing connected transactions have been entered into in the ordinary and usual course of business of the Company on normal commercial terms which are fair and reasonable, and in the interests of the Company and the Shareholders as a whole, and the proposed annual caps (if any) in respect of non-exempt continuing connected transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (2) it is normal business practice for terms of the transactions under the Service Framework Agreements to be more than three years.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### OVERVIEW

The Board currently consists of seven Directors, including one executive Director, three non-executive Directors and three independent non-executive Directors. The Board is responsible and has the general authority for the management and operation of the Company. The Directors are typically appointed for a term of three years and are eligible for re-election upon expiry of their term of office.

The Supervisory Committee currently consists of six Supervisors, including four shareholder representative Supervisors and two employee representative Supervisors. The shareholder representative Supervisors are elected at the shareholders’ general meetings. The employee representative Supervisors are elected by our employees. The Supervisors are typically appointed for a term of three years and are eligible for re-election upon expiry of their term of office.

Our senior management is responsible for the management of day-to-day operations of the Company.

### DIRECTORS

The following table sets out the key information of the Directors as of the Latest Practicable Date.

Name	Age	Position	Date of joining the Company	Date of first appointment	Responsibility
Mr. Tong Jilu (佟吉祿)	60	Chairman of the Board	July 15, 2014	March 21, 2018	Taking charge of the overall affairs of the Board, participating in the formulation and implementation of the business and operation strategies of the Company and making significant business and operational decisions of the Company through the Board
		Executive Director		July 15, 2014	
		General Manager		July 16, 2014	

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining the Company	Date of first appointment	Responsibility
Mr. Dong Xin (董昕)	52	Non-executive Director	May 3, 2018	May 3, 2018	Participating in the formulation of business plans, strategies and major decisions of the Company
Mr. Shao Guanglu (邵廣祿)	54	Non-executive Director	July 15, 2014	July 15, 2014	Participating in the formulation of business plans, strategies and major decisions of the Company
Mr. Zhang Zhiyong (張志勇)	53	Non-executive Director	May 3, 2018	May 3, 2018	Participating in the formulation of business plans, strategies and major decisions of the Company
Mr. Su Li (蘇力)	61	Independent non-executive Director	May 3, 2018	May 3, 2018	Supervising and offering independent judgment to the Board and serving on certain committees of the Board
Mr. Fan Cheng (樊澄)	62	Independent non-executive Director	May 3, 2018	May 3, 2018	Supervising and offering independent judgment to the Board and serving on certain committees of the Board
Mr. Tse Yung Hoi (謝湧海)	65	Independent non-executive Director	May 3, 2018	May 3, 2018	Supervising and offering independent judgment to the Board and serving on certain committees of the Board

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Tong Jilu (佟吉祿)** has been an executive Director since July 2014, the chairman of the Board since March 2018 and the general manager of the Company since July 2014. Mr. Tong served as deputy director of Liaoning Posts and Telecommunications Administration from November 1998 to December 1998, and deputy director of Liaoning Posts Bureau from December 1998 to July 2000. He then successively served in several positions with China United Telecommunications Corporation (the predecessor of CUC) , including chief accountant from July 2000 to February 2001, deputy general manager from February 2001 to August 2003, director and deputy general manager from August 2003 to November 2004, and director, deputy general manager and chief accountant from December 2004 to January 2009. Mr. Tong successively served in several positions with CUC, including director, deputy general manager and chief accountant from January 2009 to April 2011, and director and deputy general manager from May 2011 to August 2014. He also served as executive director and chief financial officer of China Unicom Limited (the predecessor of China Unicom) from February 2004 to October 2008. He successively served in several positions with China Unicom, including executive director and chief financial officer from October 2008 to March 2011, and executive director and senior vice president from March 2011 to August 2014.

Mr. Tong graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1987 and majored in posts and telecommunications economic management by way of correspondence. He graduated from Australian National University in October 2002 with a master’s degree of international management, and from the Hong Kong Polytechnic University in October 2009 with a doctor’s degree of management. He was recognized as a senior economist in January 1993 by the Professional Review Committee of Economics, Accounting and Statistics of Liaoning Posts and Telecommunications Administration.

**Mr. Dong Xin (董昕)** has been a non-executive Director since May 2018. Mr. Dong successively served as deputy director and director of economic adjustment division of the department of economic adjustment and communications clearing of the former Ministry of Information Industry from September 1998 to June 2000. He successively served as general manager of the finance department and then the director of the treasury department of CMCC from June 2000 to March 2003; director, chairman and general manager of China Mobile Group Hainan Company Limited from March 2003 to August 2006; general manager of the planning department of CMCC from August 2006 to July 2010; director, chairman and general manager of China Mobile Group Henan Company Limited from July 2010 to February 2012, and director, chairman and general manager of China Mobile Group Beijing Company Limited from February 2012 to August 2013. He has been deputy general manager of CMCC since August 2013, general legal counsel of CMCC since March 2016 and executive director, vice president and chief financial officer of China Mobile since March 2017.

Mr. Dong graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1989 and majored in posts and telecommunications administration engineering. He graduated from Australian National University in October 2002 with a master’s degree of international management. He graduated from Rennes School of Business, France in June 2008 with a doctor’s degree of business administration. He was recognized as a senior engineer in November 2007 by CMCC and senior accountant in September 1998 by personnel division of Ministry of Posts and Telecommunications.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Shao Guanglu** (邵廣祿) has been a non-executive Director since July 2014. Mr. Shao successively served in several positions with China United Telecommunications Corporation (the predecessor of CUC), including deputy general manager of the Tianjin branch from September 2001 to March 2005, deputy general manager of the Henan branch from March 2005 to November 2006 and general manager of Guangxi Branch from November 2006 to November 2008. He successively served in several positions with CUC, including general manager of the human resource department from November 2008 to March 2011 and deputy general manager since March 2011. Mr. Shao successively served in several positions with China Unicom, including senior vice president since April 2011 and executive director since March 2017. He served as director of China Unicom A Share Company from April 2016 to February 2018, non-executive Director of PCCW Limited (a company listed on the Hong Kong Stock Exchange, stock code: 0008, and with American Depositary Receipts trading on OTC Markets Group Inc.) since March 2017 and non-executive Director of CCS since June 2017.

Mr. Shao graduated from Harbin Institute of Technology and obtained a bachelor’s degree of engineering in July 1985, a master’s degree of engineering in July 1988 and a master’s degree of economics in July 1990. He graduated from BI Norwegian Business School in September 2001 with a master’s degree of management, and graduated from Nankai University in Tianjin, PRC in December 2009 with a doctor’s degree of management. He was recognized as a professor-level senior engineer in November 2017 by SASAC. He is a member of the strategy committee of GSM Association, a member of the board of directors of Open Networking Foundation, vice president of China Information Technology Industry Federation and deputy director of Communications Science and Technology Committee of MIIT.

**Mr. Zhang Zhiyong** (張志勇) has been a non-executive Director since May 2018. Mr. Zhang 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. He 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 and general manager from January 2008 and June 2010. He successively served in several positions with China Telecom, including general manager of Xinjiang Branch from June 2010 to March 2014, and general manager of Beijing Branch from March 2014 to November 2017. He has been deputy general manager of CTC since November 2017 and chairman of the board of directors of CCS since March 2018.

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.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Su Li (蘇力)** has been an independent non-executive Director since May 2018. Mr. Su successively served as head of the power grid engineering office of the engineering and construction bureau, deputy director of the power grid construction department and deputy general manager of the power grid construction branch of the State Power Corporation from August 1997 to January 2001, and deputy general manager of Shandong Power Corporation from January 2001 to January 2003. He successively served in several positions with the China Power Investment Corporation, including manager of the engineering department from January 2003 to January 2007, chief engineer (infrastructure) and manager of the engineering department and from January 2007 to September 2007, chief infrastructure engineer from September 2007 to February 2009 and deputy general manager from February 2009 to June 2015. He has been external director of the State Development and Investment Corporation since February 2017 and external director of China Aviation Supplies Holding Company since September 2017.

Mr. Su graduated from Nanjing Institute of Technology (renamed as Southeast University in 1988) in January 1982 with a bachelor’s degree of engineering in power generation plants and power systems. He has been a recipient of a special government allowance by the State Council since October 2005.

**Mr. Fan Cheng (樊澄)** has been an independent non-executive Director since May 2018. Mr. Fan served as deputy general manager of New Technology Venture Capital Company from September 1996 to March 2001. Mr. Fan successively served in several positions with China National Aviation Holding Company, including officer of the reorganisation office from March 2001 to December 2002, general manager of the corporate management department from December 2002 to August 2003, and general manager of the capital operation department from August 2003 to September 2004. He successively served in several positions with Air China Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00753; the Shanghai Stock Exchange, stock code: 601111; and the London Stock Exchange, stock code: AIRC), including director, secretary of the board of directors and chief accountant from September 2004 to January 2005, director and chief accountant from January 2005 to October 2006, director, vice president and chief accountant from October 2006 to February 2011, vice president and chief accountant from February 2011 to July 2014, and vice president from July 2014 to March 2016. Mr. Fan successively served in several positions with Shenzhen Airlines Company Limited, including vice chairman of the board of directors from January 2005 to April 2010 and chairman of the board of directors from April 2010 to May 2010. He has been external director of China Aviation Supplies Holding Company since September 2017 and external director of Xinxing Cathay International Group Co., Ltd since January 2018.

Mr. Fan graduated from Nanjing Institute of Chemical Technology (renamed as Nanjing University of Technology in 2001) in February 1982 with a bachelor’s degree of general organic chemical industry. He graduated from Peking University in July 2000 with an MBA degree (part time). He was recognized as a senior engineer in April 1996 by the State Scientific and Technological Commission, senior accountant in August 1997 by the Ministry of Finance and Certified Public Accountant by the Chinese Institute of Certified Public Accountants.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Tse Yung Hoi (謝湧海)** has been an independent non-executive Director since May 2018. Mr. Tse has been serving in several positions with BOCI Prudential Asset-Management Limited, including director since January 2003 and chairman of the board of directors since September 2004. Before that, he served as deputy general manager of the investment management department and capital department of Bank of China from October 1998 to December 2002. He served as deputy chief executive officer of BOC International Holding Limited from December 2002 to December 2012. He has also been served as independent non-executive director of BOCOM International Holdings Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 3329) since June 2014, independent non-executive director of HJ Capital (International) Holdings Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 982) since July 2014, independent non-executive director of Guoan International Limited (a company listed on the Hong Kong Stock Exchange, stock code: 143) since March 2016, independent non-executive director of DTXS Silk Road Investment Holdings Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 620) since November 2017 and independent non-executive director of Vico International Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1621) since January 2018. He served as independent non-executive director of Huarong International Financial Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 993) from October 2015 to June 2016, and non-executive director of DTXS Silk Road Investment Holdings Company Limited from December 2015 to November 2017.

Mr. Tse graduated from Fudan University in Shanghai, PRC in July 1975 and majored in English. He was awarded the Bronze Bauhinia Star (BBS) by the government of Hong Kong in July 2013. He also serves as a council member of HKSAR Financial Services Development Council (FSDC), life honorary president of Hong Kong Chinese Securities Association and a standing committee member of the Chinese General Chamber of Commerce. He was a member of the 12th Chinese People’s Political Consultative Conference Shanghai Committee.



## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### SUPERVISORS

The following table sets out the key information of the Supervisors.

Name	Age	Position	Date of joining the Company	Date of first appointment	Responsibility
Mr. Li Wenmin (李文民)	54	Chairman of the Supervisory Committee, employee representative Supervisor	November 14, 2014	May 3, 2018	Directing the activities of the Supervisory Committee and arranging for the Supervisors to supervise the operating and financial activities of the Company
Ms. Gao Lingling (高玲玲)	56	Shareholder representative Supervisor	July 15, 2014	July 15, 2014	Supervising the operating and financial activities of the Company
Ms. Guo Xiaolin (郭小林)	51	Shareholder representative Supervisor	July 15, 2014	July 15, 2014	Supervising the operating and financial activities of the Company
Mr. Sui Yixun (隋以勋)	54	Shareholder representative Supervisor	May 3, 2018	May 3, 2018	Supervising the operating and financial activities of the Company
Mr. Wang Zhixue (王志學)	35	Shareholder representative Supervisor	May 3, 2018	May 3, 2018	Supervising the operating and financial activities of the Company
Mr. Wang Hongwei (王宏偉)	52	Employee representative Supervisor	November 14, 2014	May 3, 2018	Supervising the operating and financial activities of the Company

**Mr. Li Wenmin (李文民)** has been the Chairman of the Supervisory Committee since May 2018. He served as general manager of the business cooperation department of the Company from November 2014 to October 2016, director of CPC working group of the Company from October 2016 to June 2017, and vice chairman of the labor union of the Company and director of CPC working group since June 2017. He successively served in several positions with Shandong Posts Bureau, including director of the engineering and construction department from January 1999 to December 1999, assistant to director and head of the information technology department from January 2000 to



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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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August 2001 and deputy director from August 2001 to November 2006. He successively served in several positions with the network operation department of China Post Group Corporation, including deputy general manager from December 2006 to July 2007 and general manager from July 2007 to May 2012. Mr. Li also served as general manager of Jilin Post Company from May 2012 to November 2014.

Mr. Li graduated from Nanjing Institute of Posts and Telecommunications (renamed as Nanjing University of Posts and Telecommunications in 2005) in July 1983 and majored in telecommunications engineering. He was recognized as a senior engineer in January 1995 by Shandong Posts and Telecommunications Administration.

**Ms. Gao Lingling (高玲玲)** has been a Supervisor since July 2014. Ms. Gao successively served in several positions with CMCC, including officer in charge of the finance department from July 1999 to June 2000, deputy director of the finance department from June 2000 to September 2000, director of the capital and asset division from June 2000 to September 2000, manager of the capital and asset division from September 2000 to April 2006, deputy general manager of the finance department, director of capital allocation center and manager of the capital management division from April 2006 to September 2007, deputy general manager of the internal audit department from September 2007 to June 2010, and general manager of the internal audit department since June 2010. She has been general manager of the internal audit department of China Mobile since September 2007 and has been supervisor of USTC iFlytek Co., Ltd. (a company listed on Shenzhen Stock Exchange, stock code: 002230) since January 2013.

Ms. Gao graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1984 with a bachelor’s degree of engineering and majored in posts and telecommunications management engineering and graduated from the University of Maryland in the United States in June 2004 with an MBA degree. She was recognized as a senior accountant in September 1998 by the personnel division of the Ministry of Posts and Telecommunications.

**Ms. Guo Xiaolin (郭小林)** has been a Supervisor since July 2014. Ms. Guo served as deputy director of the finance department of Directorate General of Telecommunications of the Ministry of Posts and Telecommunications from October 1998 to May 2002. She successively served in several positions with China Network Communications Group Corporation, including manager of the capital and asset division of the planning and finance department from October 1998 to May 2002, deputy general manager of the audit department from November 2003 to December 2006 and general manager of the audit department from December 2006 to November 2008. She then successively served in several positions with CUC, including general manager of the risk management department from November 2008 to April 2010, general manager of the legal and risk management department from April 2010 to April 2012 and general manager of the audit department since April 2012.

Ms. Guo graduated from Peking University in July 2006 with an EMBA degree. She was recognized as a senior accountant in May 1997 by the personnel division of Ministry of Posts and Telecommunications.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Sui Yixun (隋以勳)** has been a Supervisor since May 2018. Mr. Sui served as deputy manager of Shandong Posts and Telecommunications Equipment Company and deputy director of the material supply department of Shandong Posts and Telecommunications Administration from October 1995 to June 2000. He served as office director and director of the market regulation department of Shandong Communications Administration Bureau from June 2000 to July 2002. Mr. Sui successively served in several positions with Shandong Telecom Company Limited, including member of the preparatory team from July 2002 to September 2002, deputy general manager from September 2002 to September 2003, and deputy general manager and labor union preparatory team leader from September 2003 to May 2004. He successively served in several positions with CTC Group, including deputy general manager of Northern Telecom Company Limited from May 2004 to February 2008, general manager of Inner Mongolia branch of China Telecom from February 2008 to November 2013 and general manager of the audit department since November 2013. He successively served in several positions with China Telecom, including general manager of Inner Mongolia Branch from February 2008 to November 2013, general manager of the audit department since November 2013 and chairman of the supervisory committee since March 2015.

Mr. Sui graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1984 with a bachelor’s degree of engineering and majored in posts and telecommunications management engineering, and graduated from Tsinghua University in July 2005 with an EMBA degree. Mr. Sui was recognized as a senior economist in December 1997 by Shandong Posts and Telecommunications Administration.

**Mr. Wang Zhixue (王志學)** has been a Supervisor since May 2018. Mr. Wang served as staff member of Economy Technology Research Institute of China Petrochemical Corporation from July 2005 to December 2006, staff member of Beijing Zhongxing Xinshiji accounting firm from December 2006 to March 2008, during which he served in the property rights administration bureau of the SASAC on secondment from December 2006 to March 2008. He served with SOE Performance Evaluation Center of SASAC from March 2008 to May 2015, during which he served as senior staff member from May 2014 to May 2015. He successively served in several positions with the asset management department (renamed as capital operation management department) of China Reform, including manager from May 2015 to November 2015, senior manager from November 2015 to July 2017, and deputy general manager from July 2017 to January 2018. He has been deputy general manager of the capital operation management department and deputy general manager of the investment development department of China Reform since January 2018. Mr. Wang has been director of Shanghai 3F New Materials Company Limited (a company listed on Shanghai Stock Exchange, stock code: 600636), since March 2018.

Mr. Wang graduated from Beijing Forestry University in July 2005 with a bachelor’s degree of management and majored in accounting. He was recognized as an intermediate economist in April 2011 by Beijing Municipal Bureau of Human Resources and Social Security.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Mr. Wang Hongwei (王宏偉) has been a Supervisor since May 2018. He served as senior director of the human resources department of the Company from November 2014 to April 2017, deputy general manager of the human resources department of the Company from April 2017 to June 2017 and has been deputy general manager of the audit department of the Company since June 2017. Mr. Wang successively served in several positions with China United Telecommunications Corporation (the predecessor of CUC), including deputy manager of the remuneration welfare division of the human resources department from August 2000 to May 2002, manager of the general division of human resources department from May 2002 to August 2003, director of the human resources department of Guangdong branch from August 2003 to December 2005, manager of the labor capital division of the human resources department from January 2006 to November 2008. He served as manager of the remuneration welfare and long-term incentive division of the human resources department of CUC from December 2008 to November 2014.

Mr. Wang graduated from Renmin University of China in July 1989 and majored in labor economics. He was recognized as an intermediate economist in April 1994 by the Ministry of Personnel.

### SENIOR MANAGEMENT

The following table sets out the key information of our senior management.

Name	Age	Position	Date of joining the Company	Date of first appointment	Responsibility
Mr. Tong Jilu (佟吉祿)	60	Chairman of the Board	July 15, 2014	March 21, 2018	Taking charge of the overall affairs of the Board, participating in the formulation and implementation of the business and operation strategies of the Company and making significant business and operational decisions of the Company through the Board
		Executive Director		July 15, 2014	
		General Manager		July 16, 2014	Taking charge of the overall management and operation of the Company

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining the Company	Date of first appointment	Responsibility
Mr. Gao Buwen (高步文)	60	Deputy general manager	August 4, 2014	August 4, 2014	Assisting in operation of the Company, presiding over the Company’s construction and maintenance work
Mr. Gu Xiaomin (顧曉敏)	54	Deputy general manager	August 4, 2014	August 4, 2014	Assisting in operation of the Company, presiding over the Company’s marketing and communications technology research
Mr. Gao Chunlei (高春雷)	52	Chief accountant	August 4, 2014	August 4, 2014	Assisting in operation of the Company, presiding over the Company’s finance, human resources and training
Mr. Sun Baotian (孫寶田)	55	Member of senior management	November 18, 2016	November 18, 2016	Responsible for the disciplinary supervision work of the Company

**Mr. Tong Jilu (佟吉祿)** has been an executive Director since July 2014, the chairman of the Board since March 2018 and the general manager of the Company since July 2014. See “— *Directors*” above for the biographical details of Mr. Tong.

**Mr. Gao Buwen (高步文)** has been a deputy general manager of the Company since August 2014. Mr. Gao served as general manager of Shanxi Mobile Telecommunications Corporation from July 1999 to July 2002, chairman of the board of directors and general manager of Shanxi Mobile Telecommunications Corporation Limited from July 2002 to August 2006, chairman of the board of directors and general manager of China Mobile Group Shanxi Co., Ltd. from August 2006 to July 2010, and chairman of the board of directors and general manager of China Mobile Group Liaoning Co., Ltd. from July 2010 to August 2014.

Mr. Gao graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in January 1982 with a bachelor’s degree of telecommunications machinery. He was recognized as a senior engineer in November 1997 by Shanxi Posts and Telecommunications Administration.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**Mr. Gu Xiaomin (顧曉敏)** has been a deputy general manager of the Company since August 2014 and the chairman of the labor union of the Company since June 2017. Mr. Gu successively served in several positions with Ministry of Posts and Telecommunications, including senior staff member of the staff education division of the education department from February 1996 to November 1997, and senior staff member of the secretary division of the general affairs office from November 1997 to September 1998. He successively served in several positions with the minister’s office of general affairs office of Ministry of Information Industry, including senior staff member from September 1998 to December 1998, and secretary of a deputy division director level from December 1998 to February 1999. 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 Chunlei (高春雷)** has been the chief accountant of the Company since August 2014. Mr. Gao served as deputy director of Posts and Telecommunications Bureau of Jingsha (renamed as Jingzhou afterwards), Hubei from February 1996 to January 1997, deputy director of Posts and Telecommunications Bureau of Jingzhou, Hubei from January 1997 to December 1998, deputy director of Telecommunications Bureau of Jingzhou, Hubei from December 1998 to June 2000. He served as vice director of the planning and finance department of Hubei Telecommunications Corporation from June 2000 to April 2003, deputy general manager of Hubei Telecommunications Corporation from April 2003 to November 2005 (during which he served as director and deputy general manager of Hubei Telecom Company Limited from April 2003 to March 2004), deputy general manager and chief accountant of Hubei Telecommunications Corporation and director, deputy general manager and chief accountant of Hubei Telecom Company Limited from November 2005 to April 2008, deputy general manager and chief financial officer of Hubei branch of China Telecom and deputy general manager and chief accountant of China Telecom Group Hubei Corporation from April 2008 to February 2012, and general manager of China Telecom Heilongjiang branch, general manager of Heilongjiang branch of CTC and general manager of Heilongjiang network assets branch of CTC from February 2012 to August 2014.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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Mr. Gao graduated from Beijing Institute of Posts and Telecommunications (renamed as Beijing University of Posts and Telecommunications in 1993) in July 1988 and majored in management engineering, from Australian National University in December 2005 with an MBA degree, and from Rennes School of Business, France with a doctor’s degree of business administration in May 2012. Mr. Gao was recognized as a senior economist in November 1997 by Hubei Posts and Telecommunications Administration and a chief accountant in August 2009 by China Associate of Chief Financial Officers.

**Mr. Sun Baotian (孫寶田)** has been a member of the senior management of the Company since November 2016. Mr. Sun successively served in several positions with China Hydro Power Construction Company, including deputy head of the department of labor and education from October 1994 to October 2000, head of the discipline inspection and supervision department from October 2000 to February 2001 and deputy leader of the discipline inspection team and head of the supervision department from February 2001 to September 2003. He successively served in several positions with Sinohydro Corporation, including deputy leader of the discipline inspection team and head of the supervision department from September 2003 to February 2006, deputy secretary of the provisional discipline committee and head of the supervision department from February 2006 to February 2007, deputy secretary and head of the supervision department from February 2007 to January 2010, and deputy secretary of the provisional discipline committee and head of the supervision department from January 2010 to March 2010. He successively served in several positions with Sinohydro Group Limited (a company listed on the Shanghai Stock Exchange, stock code: 601669, and renamed as Power Construction Corporation Of China, Ltd. in January 2014), including deputy secretary of the discipline committee, head of the supervision department and supervisor from January 2010 to December 2012, deputy secretary of the Party Committee and secretary of the discipline committee from December 2012 to May 2013, deputy secretary of the Party Committee, secretary of the discipline committee and chairman of the Supervisory Committee from May 2013 to February 2014, deputy secretary of the discipline committee and chairman of the Supervisory Committee from February 2014 to June 2014, and deputy secretary of the discipline committee from June 2014 to October 2014. He served as deputy secretary of the discipline committee of Power Construction Corporation of China from October 2014 to November 2016.

Mr. Sun graduated from the Party School of the Central Committee of the Communist Party of China in Beijing, PRC in December 2000 and majored in economics and management by way of correspondence. He was recognized as economist and senior economist by the review committee for Senior Economists of China Hydro Power Construction Company in October 1993 and October 1998, respectively.

Save as disclosed in this document, none of the Directors, Supervisors and members of senior management has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date.

As of the Latest Practicable Date, save as disclosed in this document,

- (i) none of the Directors had any interests in any business, which competes or is likely to compete, either directly or indirectly with our business;



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## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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- (ii) none of the Directors, Supervisors or members of senior management is related to any other Directors, Supervisors and members of senior management;
- (iii) none of the Directors, Supervisors or members of senior management holds any interest in the Shares which would be required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance; and
- (iv) there is no additional matter with respect to the appointment of the Directors or Supervisors that needs to be brought to the attention of the Shareholders, and there is no additional information relating to the Directors or Supervisors that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

### **COMPANY SECRETARY**

**Ms. Chu Ka Yee** (朱嘉儀), aged 51, has been the company secretary of the Company since May 2018 and is responsible for the company secretarial matters of the Company. She served as company secretary of China Unicom Limited (the predecessor of China Unicom) from February 2006 to October 2008 and company secretary of China Unicom from October 2008 to October 2015. She served as company secretary of China Telecom, from November 2015 to December 2016. She served as the Head of Listed Company Advisory of Freshfields Bruckhaus Deringer, an international law firm, from December 2016 to April 2018.

Ms. Chu graduated from Chinese University of Hong Kong with a bachelor’s degree with first class honour in business administration in December 1988, and from University of New South Wales with an MBA degree in September 2011. Ms. Chu is a Fellow Member of The Association of Chartered Certified Accountants (FCCA), a Fellow Member of The Institute of Chartered Accountants in England and Wales (FCA), an Associate Member of the Hong Kong Institute of Certified Public Accountants (CPA), a Fellow Member of The Institute of Chartered Secretaries and Administrators (FCIS) and a Fellow Member of The Hong Kong Institute of Chartered Secretaries (FCS). She has over 25 years of company secretarial, accounting and financial management experience in listed companies.

### **BOARD COMMITTEES**

We have established five Board committees, namely the Strategy Committee, the Remuneration and Appraisal Committee, the Nomination Committee, the Audit Committee and the Connected Transaction Committee.

#### **Strategy Committee**

The Strategy Committee consists of five Directors, namely Mr. Tong Jilu, Mr. Dong Xin, Mr. Shao Guanglu, Mr. Zhang Zhiyong and Mr. Su Li. Mr. Tong Jilu currently serves as the chairman of the committee.

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## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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The main responsibilities of the Strategy Committee of include:

- (i) studying and making recommendations on the mid-to-long-term development strategy plan, operating objectives and development guidelines of the Company;
- (ii) studying and making recommendations on the operating strategies of the Company, including but not limited to product strategy, marketing strategy, research and development strategy and talent strategy;
- (iii) studying and making recommendations on material strategic investments and financing proposals of the Company; and
- (iv) other matters authorized by the Board or required under the relevant laws and regulations.

### **Remuneration and Appraisal Committee**

The Remuneration and Appraisal Committee consists of three Directors, namely, Mr. Su Li, Mr. Shao Guanglu and Mr. Fan Cheng. Mr. Su Li currently serves as the chairman of the committee.

The main responsibilities of the Remuneration and Appraisal Committee include:

- (i) making recommendations to the Board on the formulation procedure of the remuneration policy;
- (ii) formulating remuneration proposal, plan or structure, and making recommendations to the Board;
- (iii) examining the performance of the Directors and senior management members of the Company and performing annual performance appraisals over them;
- (iv) reviewing and supervising the implementation of the remuneration system of the Company and approving the remuneration recommendation of the management;
- (v) determining the remuneration packages of all the executive Directors and senior management members;
- (vi) making recommendations to the Board on the remuneration of the non-executive Directors (including independent non-executive Directors); and
- (vii) other matters authorized by the Board or required under the relevant laws and regulations.

### **Nomination Committee**

The Nomination Committee consists of five Directors, namely, Mr. Tong Jilu, Mr. Dong Xin, Mr. Su Li, Mr. Fan Cheng and Mr. Tse Yung Hoi. Mr. Tong Jilu currently serves as the chairman of the committee.



## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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The main responsibilities of the Nomination Committee include:

- (i) reviewing the scale, structure, size and composition of the Board (including skill, knowledge and experience);
- (ii) studying the selection criteria and procedure of the Directors and senior management members and making recommendations to the Board;
- (iii) comprehensively identifying qualified candidates for the Directors and senior management members, and selecting and nominating the relevant person to become the Director or making recommendations to the Board;
- (iv) examining the other senior management members who shall be proposed to the Board for appointment, and making recommendations to the Board; and
- (v) other matters authorized by the Board or required under the relevant laws and regulations.

### **Audit Committee**

The Audit Committee consists of three Directors, namely, Mr. Fan Cheng, Mr. Zhang Zhiyong and Mr. Tse Yung Hoi. Mr. Fan Cheng currently serves as the chairman of the committee.

The main responsibilities of the Audit Committee include:

- (i) proposing engagement or replacement of the external audit firm;
- (ii) reviewing the financial information of the Company;
- (iii) monitoring the financial reporting system, risk management and internal control system of the Company; and
- (iv) other matters authorized by the Board or required under the relevant laws and regulations.

### **Connected Transaction Committee**

The Connected Transaction Committee consists of four Directors, namely, Mr. Tse Yung Hoi, Mr. Tong Jilu, Mr. Su Li and Mr. Fan Cheng. Mr. Tse Yung Hoi currently serves as the chairman of the committee.

The main responsibilities of the Connected Transaction Committee include:

- (i) collecting and administrating the information of the connected persons;
- (ii) managing and reviewing the connected transactions, and controlling the risks associated with connected transactions;
- (iii) organising the annual review of the connected transactions;

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## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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- (iv) reviewing the information and disclosures of connected persons and connected transactions;
- (v) formulating the regulations and management regulations in relation to the connected transactions of the Company;
- (vi) proposing to the Board for approval after deliberation of the connected transactions; and
- (vii) other matters authorized by the Board or required under the relevant laws and regulations.

### **DEVIATION FROM CODE PROVISION A.2.1 OF THE CORPORATE GOVERNANCE CODE**

Mr. Tong Jilu is the chairman of the Board and the general manager of the Company. In view of Mr. Tong’s experience, personal profile and his roles in the Company as mentioned above, the Board considers it beneficial to the business prospects and operational efficiency of the Company that Mr. Tong, in addition to acting as the chairman of the Board, continues to act as the general manager of the Company after the [REDACTED]. While this will constitute a deviation from Code Provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) there is sufficient check and balance in the Board as the decision to be made by the Board requires approval by at least a majority of the Directors and our Board has three independent non-executive Directors out of the seven Directors, which is in compliance with the Listing Rules; (ii) Mr. Tong and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interest of the Company and make decisions for the Company accordingly; (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of the Company; and (iv) the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both Board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of the Company in order to assess whether separation of the roles of the chairman of the Board and the general manager of the Company is necessary.

### **REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

The Directors, Supervisors and senior management members who receive remuneration from the Company are paid in forms of salaries, allowances, contribution to pension schemes, discretionary bonuses and other benefits in kind. The remuneration of the Directors, Supervisors and senior management members is determined with reference to the remuneration paid by relevant companies in the PRC telecommunications industry and the achievement of major operating indicators of the Company.

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## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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The table below sets out the total remuneration paid to the Directors, Supervisors, senior management members and the five highest paid individuals (including Directors) for each of the years ended December 31, 2015, 2016 and 2017.

	<u>For the year ended December 31, 2015</u>	<u>For the year ended December 31, 2016</u>	<u>For the year ended December 31, 2017</u>
	(RMB in millions)		
Directors	0.99	1.01	1.07
Supervisors	0	0	0
Senior management members	4.72	4.91	5.79
Five highest paid individuals	4.72	5.94	5.94

Under the arrangement currently in force, we estimate the total fixed remuneration (before tax) payable to the Directors and Supervisors for the year ending December 31, 2018 is approximately RMB3.3 million.

During the Track Record Period, no fees were paid by the Company to any of the Directors or the five highest paid individuals as an inducement to join us or as compensation for loss of office. None of the Directors or Supervisors waived their remuneration during the Track Record Period.

## **EMPLOYEES**

As of December 31, 2017, we had 15,007 employees. The remuneration packages of our employees primarily consist of salaries, discretionary bonuses and contributions to mandatory social security funds. As required by the relevant PRC regulations, we participate in pension schemes managed by local government and supplemental pension schemes managed by Independent Third Parties for our employees. Bonuses are generally discretionary and based on the overall performance of our business. For the years ended December 31, 2015, 2016 and 2017, we incurred employee benefits and expenses of RMB2,840 million, RMB3,743 million and RMB4,229 million, respectively.

We have not experienced any significant problems with our employees or disruption to our operations due to labor disputes, nor have we experienced any difficulties in the recruitment and retention of experienced staff.

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**DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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**COMPLIANCE ADVISER**

We have appointed China International Capital Corporation Hong Kong Securities Limited as our compliance adviser in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. The material terms of the compliance adviser’s agreement are as follows:

- (i) China International Capital Corporation Hong Kong Securities Limited shall act as our compliance adviser for the purpose of Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Hong Kong Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier;
- (ii) the compliance adviser will provide us with certain services, including proper guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, regulations and rules;
- (iii) the compliance adviser will, as soon as reasonably practicable, inform us of any amendment or supplement to the Hong Kong Listing Rules announced by the Hong Kong Stock Exchange from time to time, and of any amendment or supplement to the applicable laws, regulations and rules; and
- (iv) the compliance adviser will act as one of the key channels of communication of the Company with the Hong Kong Stock Exchange.

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## SHARE CAPITAL

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### SHARE CAPITAL

#### Immediately before the [REDACTED]

As of the Latest Practicable Date, the registered share capital of the Company was RMB129,344,615,024, comprising 129,344,615,024 Shares with a nominal value of RMB1.00 each.

#### Upon the completion of the [REDACTED]

Immediately after the [REDACTED] and assuming that the [REDACTED] is not exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate % of the enlarged issued share capital after the [REDACTED]
Domestic Shares	129,344,615,024	[REDACTED]%
[REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]</u> %
<b>Total</b>	<u><u>[REDACTED]</u></u>	<u><u>[REDACTED]</u></u> %

Immediately after the [REDACTED] and assuming that the [REDACTED] is fully exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate % of the enlarged issued share capital after the [REDACTED]
Domestic Shares	129,344,615,024	[REDACTED]%
[REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]</u> %
<b>Total</b>	<u><u>[REDACTED]</u></u>	<u><u>[REDACTED]</u></u> %

### CLASS OF SHARES

Upon the completion of the [REDACTED], the Shares will consist of Domestic and [REDACTED]. Domestic Shares and [REDACTED] are all ordinary Shares in the share capital of the Company. Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold [REDACTED] pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, [REDACTED] generally cannot be [REDACTED] for by or traded between legal or natural PRC persons. Domestic Shares can only be [REDACTED] for by and traded between legal or natural PRC persons, qualified foreign institutional investors and foreign strategic investors.

## **SHARE CAPITAL**

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Domestic Shares and H Shares are regarded as different classes of Shares. The differences between the two classes of Shares, provisions on class rights, dispatch of notices and financial reports to Shareholders, dispute resolution, registration of Shares on different registers of Shareholders, the procedure of transfer of Shares and appointment of dividend receiving agents as contained in the Articles of Association are summarized in “*Appendix VI — Summary of Articles of Association.*”

Furthermore, any change or abrogation of the rights of class Shareholders shall be approved by way of a special resolution of the general meeting of Shareholders and by a separate class shareholders meeting of class Shareholders convened by the affected class of Shareholders. The circumstances under which a general meeting and/or a class meeting is required are summarized in “*Appendix VI — Summary of Articles of Association.*” However, the approval of separate classes of Shareholders is not required under the following circumstances:

- (i) issue of Domestic Shares or H Shares of not more than 20% of existing Domestic Shares or H Shares, respectively, either separately or concurrently in a period of 12 months, pursuant to an approval by a special resolution of the general meeting;
- (ii) proposal to issue of Domestic Shares and H Shares of the Company upon its establishment pursuant to approval of the securities regulatory authority under the State Council, provided that such proposal is carried out within 15 months after such approval; or
- (iii) conversion of Domestic Shares by Shareholders to shares listed on overseas stock exchange pursuant to and approved by the securities regulatory authority under the State Council.

Save as described in this document, Domestic Shares and H Shares shall rank *pari passu* with each other in all other respects and, in particular, will rank equally for dividends or distributions declared, paid or made. All dividends for H Shares will be paid in Hong Kong dollars or in the form of additional H Shares whereas all dividends for Domestic Shares will be paid in Renminbi.

### **CONVERSION OF DOMESTIC SHARES INTO H SHARES**

If any of the Domestic Shares are to be converted, listed and traded as H Shares on the Hong Kong Stock Exchange, such conversion, listing and trading will need the approval of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Hong Kong Stock Exchange.

## **SHARE CAPITAL**

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Following the grant of relevant approvals, the holder of Domestic Shares shall submit an application to us to deregister the Domestic Shares to be converted from the Domestic Share register, together with the relevant document(s) of title. Upon all the requisite approvals being obtained, we will instruct the H Share Registrar to issue certificate(s) of such number of H Shares to the relevant holders of [REDACTED]. Registration on our H Share register will be on the condition that (i) our H Share Registrar lodging with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates, and (ii) the admission of the H Shares to [REDACTED] on the Hong Kong Stock Exchange will comply with the Hong Kong Listing Rules and the [REDACTED] in force from time to time. The converted Shares will not be listed as H Shares until they are registered on our H Share register.

As a result of the conversion, the shareholding of the relevant holder of Domestic Shares in our Domestic Share capital registered shall be reduced by the number of Domestic Shares converted and the number of H Shares shall be increased by the number of converted H Shares. As of the Latest Practicable Date, the Directors were not aware of any intention of any holder of Domestic Shares to convert all or part of their Domestic Shares into H Shares.

### **TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]**

According to the Company Law, the Shares issued by the Company prior to the [REDACTED] shall not be transferred within one year from the [REDACTED].

### **REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE**

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (《關於境外上市公司非境外上市股份集中登記存管有關事宜的通知》) issued by the CSRC, the Company is required to register the Domestic Shares with the China Securities Depository and Clearing Corporation Limited within 15 business days upon the [REDACTED] and provide a written report to the CSRC regarding the centralized registration and deposit of the Domestic Shares as well as the [REDACTED].

### **SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]**

Approval from holders of the Shares is required for the Company to issue [REDACTED] and seek the [REDACTED] on the Hong Kong Stock Exchange. The Company has obtained such approval at the Shareholders’ general meeting held on May 3, 2018.

**THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.**

## **SUBSTANTIAL SHAREHOLDERS**

As of the Latest Practicable Date, the following persons directly or indirectly held, or are entitled to exercise the control of, 5% or more of our share capital:

<b>Shareholder</b>	<b>Nature of Interest</b>	<b>Class</b>	<b>Number of Shares Directly or Indirectly Held</b>	<b>Approximate Percentage of Shareholding</b>
CMCC <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%
China Mobile (Hong Kong) Group Limited 中國移動(香港)集團有限公司 <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%
China Mobile Hong Kong (BVI) Limited 中國移動香港(BVI)有限公司 <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%
China Mobile <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%
China Mobile Company <sup>(1)</sup>	Legal and beneficial owner	Domestic Shares	49,150,953,709	38.0%
CUC <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%
China Unicom A Share Company <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%
China Unicom Group Corporation (BVI) Limited 中國聯通集團(BVI)有限公司 <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%
China Unicom (BVI) Limited 中國聯通(BVI)有限公司 <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%
China Unicom <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%



## SUBSTANTIAL SHAREHOLDERS

Shareholder	Nature of Interest	Class	Number of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding
China Unicom Corporation <sup>(2)</sup>	Legal and beneficial owner	Domestic Shares	36,345,836,822	28.1%
CTC <sup>(3)</sup>	Interest held by controlled corporations	Domestic Shares	36,087,147,592	27.9%
China Telecom <sup>(3)</sup>	Legal and beneficial owner	Domestic Shares	36,087,147,592	27.9%
China Reform	Legal and beneficial owner	Domestic Shares	7,760,676,901	6.0%

*Notes:*

- (1) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately prior to the [REDACTED].*” By virtue of the SFO, each of CMCC, China Mobile (Hong Kong) Group Limited, China Mobile Hong Kong (BVI) Limited and China Mobile is deemed to have an interest in the Shares held by China Mobile Company.
- (2) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately prior to the [REDACTED].*” By virtue of the SFO, each of CUC, China Unicom A Share Company, China Unicom Group Corporation (BVI) Limited, China Unicom (BVI) Limited and China Unicom is deemed to have an interest in the Shares held by China Unicom Corporation.
- (3) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately prior to the [REDACTED].*” By virtue of the SFO, CTC is deemed to have an interest in the Shares held by China Telecom.

To the best of the Directors’ knowledge and information, the following persons will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), have interests or short positions in the Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO:

Shareholder	Nature of Interest	Class	Number of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding in the Relevant Class of Shares	Approximate Percentage of Shareholding in the Total Issued Share Capital
CMCC <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%	[REDACTED]%
China Mobile (Hong Kong) Group Limited 中國移動(香港)集團有限公司 <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%	[REDACTED]%

**SUBSTANTIAL SHAREHOLDERS**

<u>Shareholder</u>	<u>Nature of Interest</u>	<u>Class</u>	<u>Number of Shares Directly or Indirectly Held</u>	<u>Approximate Percentage of Shareholding in the Relevant Class of Shares</u>	<u>Approximate Percentage of Shareholding in the Total Issued Share Capital</u>
China Mobile Hong Kong (BVI) Limited 中國移動香港 (BVI)有限公司 <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%	[REDACTED]%
China Mobile <sup>(1)</sup>	Interest held by controlled corporations	Domestic Shares	49,150,953,709	38.0%	[REDACTED]%
China Mobile Company <sup>(1)</sup>	Legal and beneficial owner	Domestic Shares	49,150,953,709	38.0%	[REDACTED]%
CUC <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%
China Unicom A Share Company <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%
China Unicom Group Corporation (BVI) Limited 中國聯通集團 (BVI) 有限公司 <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%
China Unicom (BVI) Limited 中國聯通(BVI) 有限公司 <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%
China Unicom <sup>(2)</sup>	Interest held by controlled corporations	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%
China Unicom Corporation <sup>(2)</sup>	Legal and beneficial owner	Domestic Shares	36,345,836,822	28.1%	[REDACTED]%

## SUBSTANTIAL SHAREHOLDERS

Shareholder	Nature of Interest	Class	Number of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding in the Relevant Class of Shares	Approximate Percentage of Shareholding in the Total Issued Share Capital
CTC <sup>(3)</sup>	Interest held by controlled corporations	Domestic Shares	36,087,147,592	27.9%	[REDACTED]%
China Telecom <sup>(3)</sup>	Legal and beneficial owner	Domestic Shares	36,087,147,592	27.9%	[REDACTED]%
China Reform	Legal and beneficial owner	Domestic Shares	7,760,676,901	6.0%	[REDACTED]%
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[●]	[REDACTED]

*Notes:*

- (1) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately following the completion of the [REDACTED].*” By virtue of the SFO, each of CMCC, China Mobile (Hong Kong) Group Limited, China Mobile Hong Kong (BVI) Limited and China Mobile is deemed to have an interest in the Shares held by China Mobile Company.
- (2) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately following the completion of the [REDACTED].*” By virtue of the SFO, each of CUC, China Unicom A Share Company, China Unicom Group Corporation (BVI) Limited, China Unicom (BVI) Limited and China Unicom is deemed to have an interest in the Shares held by China Unicom Corporation.
- (3) Please see the shareholding structure of the Company in “*History and Development — Our Shareholding Structure — Shareholding structure immediately following the completion of the [REDACTED].*” By virtue of the SFO, CTC is deemed to have an interest in the Shares held by China Telecom.

Save as disclosed in this document, the Directors are not aware of any person who will, immediately following the completion of the [REDACTED] [REDACTED] have an interest or short position in the [REDACTED] or underlying shares of the Company which would be required to be disclosed to the Company and the Hong Kong Stock Exchange under Divisions 2 and 3 of Part XV of the SFO or will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at any general meeting of the Company.

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## RELATIONSHIP WITH CMCC

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### OVERVIEW

As of the Latest Practicable Date, China Mobile Company, directly held 38.0% of our share capital. Immediately following the completion of the [REDACTED], China Mobile Company will directly hold approximately [REDACTED]% of our share capital (assuming the [REDACTED] is not exercised), or approximately [REDACTED]% of the share capital of the Company (assuming the [REDACTED] is fully exercised). China Mobile Company will remain as our single largest Shareholder after the [REDACTED].

As of the Latest Practicable Date, as China Mobile held 100% of the issued share capital of China Mobile Company, China Mobile Hong Kong (BVI) Limited held 72.7% of China Mobile’s issued share capital, China Mobile (Hong Kong) Group Limited held 100% of the issued share capital of China Mobile Hong Kong (BVI) Limited, and CMCC held 100% of the issued share capital of China Mobile (Hong Kong) Group Limited, each of them was deemed to be interested in the Shares held by China Mobile Company and therefore, together with China Mobile Company, constitute our single largest group of Shareholders upon [REDACTED], among which, CMCC is and will be our ultimate single largest Shareholder.

### OUR RELATIONSHIP WITH CMCC

See “*Business*” for the information of our principal business.

Through China Mobile and its subsidiaries, CMCC is the leading provider of telecommunication services in the PRC.

China Mobile, in which CMCC indirectly held approximately 72.7% equity interest as of the Latest Practicable Date, is listed on the Hong Kong Stock Exchange (stock code: 941) and New York Stock Exchange (stock code: CHL). Its business primarily consists of mobile voice and data business, fixed broadband and other information and communications services.

To our best knowledge, CMCC does not directly or indirectly hold 10% or more equity interest in any other company which is principally engaged in a business similar to the principal business of the Company.

### UNDERTAKING BY CMCC AND CHINA MOBILE COMPANY

On October 14, 2015, the Company entered into certain agreements for the Tower Asset Acquisitions. See “*History and Development — Major Acquisitions*.” Pursuant to the those agreements mentioned above, CMCC and its certain subsidiaries, CUC and its certain subsidiaries, CTC and its certain subsidiaries, China Mobile Company and its certain subsidiaries, China Unicom Corporation and its subsidiary and China Telecom (the “*Sellers*”) agreed that, in principle, since January 1, 2015, the Sellers and its subsidiaries shall not construct any new towers or other ancillary infrastructure facilities, or indoor distribution systems in key public transportation places including subways, railways, highways, airports and stations, or in important buildings including large venues, commercial and residential buildings occupied by multiple users and offices of party or government organizations (the “*Undertakings*”).

## **RELATIONSHIP WITH CMCC**

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On April 28, 2017, the MIIT and the SASAC issued the Implementation Opinions on the Promotion of the Joint Construction and Sharing of Telecommunications Infrastructures, which confirmed the principal content in the Undertakings that in principle, CMCC Group, CUC Group and CTC Group shall not construct any towers or ancillary facilities for base stations such as shelters, and indoor distribution antenna systems at key venues including public transportation hubs including subways, high-speed railways, expressways, airports and stations, and buildings including large venues, commercial and residential buildings occupied by multiple occupants and office buildings of party or government organizations. However, according to such implementation opinions, each of CMCC Group, CUC Group and CTC Group is allowed to construct indoor distribution systems which will only be used by itself and not be needed by any additional users.

As of the Latest Practicable Date, to the best knowledge of the Company, CMCC Group has not violated the above undertakings.

### **INDEPENDENCE FROM CMCC**

Taking into consideration the following factors, the Directors believe that we can conduct our business independently from CMCC after the completion of the [REDACTED].

#### **Operational Independence**

We operate our business independently from CMCC. We have obtained relevant qualifications and licenses, independent operating premises, domain name and electronic information systems necessary for our businesses.

We have our own organizational structure with different departments, each with specific functions. We also maintain a set of comprehensive internal control procedures to facilitate the effective operation of our business. We have adopted a set of corporate governance manuals, including the terms of reference for shareholders' general meetings and terms of reference for Board meetings, both of which are based on relevant laws, rules and regulations in the PRC.

The Company provides services in relation to the tower products, DAS products, transmission products and service products to China Mobile Company and its subsidiaries and site resource service to CMCC Group during its ordinary and usual course of business. See “*Connected Transactions*” for details of these transactions. During the three years ended December 31, 2015, 2016 and 2017, the revenue of the Company generated from the transactions with CMCC Group represents 51.8%, 51.2%, and 53.6% of the revenue of the Company during the same period, respectively.

In spite of our transactions with the CMCC Group mentioned above, the Directors are of the view that the Company is capable of carrying out its business independently of CMCC and there is no undue reliance by the Company on CMCC on the following ground:

- (a) while the revenue from the transactions with CMCC Group accounted for 51.8%, 51.2% and 53.6% of our total revenue for the three years ended 31 December 2015, 2016 and 2017, respectively, such transactions were conducted in the ordinary and usual course of business of the Company and on an arm's length basis, and will be governed by written agreements after the [REDACTED];

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## RELATIONSHIP WITH CMCC

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- (b) due to the nature of the Company’s business, as well as the fact that the Big Three TSPs denominate the wireless communications market in China and need the services in relation to the Relevant Products from the Company, the transactions with them present a high proportion of the Company’s business. In particular, China Mobile Company, as the largest company in the PRC providing mobile telecommunications services, has the largest demand for our services. It is commercially reasonable for CMCC Group to have transactions with a considerable amount with us; and
- (c) The Telecom Group Companies all have listed subsidiaries which are independent of each other. Our revenue from the transactions with CUC Group and CTC Group also accounted for approximately 48.2%, 48.8% and 46.2% of our total revenue for the three years ended 31 December 2015, 2016 and 2017, respectively, which provide a necessary balance to the sources of our revenue.

For details in relation to the services provided by the Company to CMCC Group, see “*Connected Transaction.*”

Based on the above, the Directors are of the view that the Company is able to operate independently from CMCC.

### **Financial Independence**

We have our own independent finance department with a team of independent financial staff who are responsible for our financial management, accounting, reporting, funding and internal control functions independently from CMCC.

We can make financial decisions independently, and CMCC does not interfere with our use of funds. We have also established an independent audit system, a standardized accounting system and a comprehensive financial management system. In addition, we maintain and manage bank accounts independently and CMCC does not share any bank account with us. We have made independent tax registrations in accordance with applicable laws and paid taxes independently pursuant to applicable PRC tax laws and regulations, rather than on a combined basis with CMCC or any other enterprise under its control.

As of December 31, 2017, we had non-interest bearing liabilities of approximately RMB5,481 million payable to CMCC Group. Besides, we still had unpaid loans from CMCC Group amounted to RMB19,309 million and the deferred consideration of Tower Asset Acquisitions amounted to RMB12,961 million (exclusive of tax). None of the above would affect the financial independence of us given our robust financial position as described below.

We had been able to raise funds from various sources on a stand-alone basis by virtue of our good credit rating, strong financial position and credit profile. As of December 31, 2017, we had approximately RMB169,580 million of unutilized unconditional credit facilities, all of which were granted by Independent Third Parties (without any guarantee by CMCC Group). As such, we are capable of securing the financial assistance from Independent Third Parties, and have adequate capital and facilities to operate our business independently. For details, see “*Financial Information — Liquidity and Capital Resources.*”

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## **RELATIONSHIP WITH CMCC**

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Based on the above, the Directors are of the view that the Company is financially independent from CMCC.

### **Management Independence**

Currently, only one Director, namely Mr. Dong Xin, also holds positions in CMCC Group. The following table sets forth the positions held by Mr. Dong Xin in CMCC Group:

<u>Name</u>	<u>Major position held in the Company</u>	<u>Major positions held in CMCC Group</u>
Dong Xin	Non-executive Director	a deputy general manager and general legal counsel of CMCC; an executive director, vice president and chief financial officer of China Mobile

Save as disclosed above, as of the Latest Practicable Date, none of the Directors or senior management held any position in CMCC Group.

We believe the Directors and senior management can independently perform their duties in the Company and we can operate independently from CMCC due to the following reasons:

- (a) Mr. Dong Xin, a non-executive Director, is not involved in our daily operations. As a member of the Board, he mainly participates in formulating the Company’s corporate governance and business strategies and the decision-making process of significant events;
- (b) the decision-making mechanism of the Board as specified in the Articles of Association has set out relevant provisions to avoid conflicts of interest according to which: (i) if the relevant proposal causes a conflict of interest between us and CMCC, the Director(s) associated with CMCC should abstain from voting, and the remaining Directors have sufficient relevant knowledge and experience to make decisions for us; and (ii) when connected transaction(s) are reviewed and considered by the Board and/or Shareholders, independent non-executive Directors shall give their independent opinions to the Board and/or the Shareholders (if applicable) on such connected transaction(s) pursuant to the Listing Rules;
- (c) we have three independent non-executive Directors (representing more than one-third of the Board members) to balance the numbers of interested Director(s) and independent non-executive Directors for the protection of the interests of the Company and the Shareholders as a whole; and
- (d) there is no overlapping senior management personnel who work with both CMCC Group and us.

On the basis of the above, the Directors are of the view that our management is independent from CMCC.



## **RELATIONSHIP WITH CMCC**

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### **CORPORATE GOVERNANCE MEASURES**

In order to further safeguard the interests of the Shareholders, we will adopt the following corporate governance measures to manage any potential conflict of interest arising from any future potential competing business of our single largest Shareholders:

- (a) we will make our best endeavours to ensure that the Board includes a balanced composition of executive, non-executive and independent non-executive Directors. We have appointed three independent non-executive Directors, accounting for more than one-third of the Board. We believe the independent non-executive Directors possess sufficient experience, and that they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment to be able to provide an impartial and external opinion to protect the interests of the public Shareholders. For details of the independent non-executive Directors, see “*Directors, Supervisors and Senior Management*”;
- (b) the Directors will comply with the Articles of Association which provide that Directors who have a material interest in the matters to be considered at the relevant Board meeting shall abstain from voting;
- (c) where the Directors reasonably request the advice of independent professionals, the engagement of such independent professionals will be made at the Company’s expenses;
- (d) we will comply with the relevant applicable rules under Chapter 14A of the Listing Rules in respect of our connected transactions. For further details of the corporate governance measures adopted for our continuing connected transactions, see “*Connected Transactions*”; and
- (e) China International Capital Corporation Hong Kong Securities Limited has been appointed as our compliance adviser to provide advice and guidance to us in respect of compliance with the Listing Rules, applicable laws, and other aspects of corporate governance.



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## FINANCIAL INFORMATION

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*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and notes included in “Appendix I — Accountant’s Report.” The financial information as set out in the Accountant’s Report incorporates the financial statements of the Company during the Track Record Period. You should read the whole Accountant’s Report as set out in Appendix I to this document and not rely merely on the information in this section. For the purpose of this section, unless the context otherwise requires, references to 2015, 2016 and 2017 refer to our financial years ended December 31 of such years.*

*The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. You should not place undue reliance on any such statements. Our actual future results and timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Risk Factors,” “Forward-Looking Statements” and elsewhere in this document.*

### OVERVIEW

We are the world’s largest telecommunications tower infrastructure service provider. Leveraging our advantages in site resources, industry and policy environment, customer relationship, service offerings and management model, we endeavor to be a world-class information communications infrastructure service provider.

We primarily conduct tower business, including macro cell and small cell, DAS business and TSSAI business with TSPs and customers from different industries. We were incorporated on July 15, 2014, and only substantively commenced operations after the Tower Asset Acquisitions that was completed on October 31, 2015 (the “**Acquisition Date**”). See “*History and Development*” and Note 1 of “*Appendix I — Accountant’s Report.*” The tower and related assets (“**Tower Assets**”) acquired were recorded on our balance sheet on the Acquisition Date and the operating revenue and expenses associated therewith had also been stated in our financial statements ever since. In 2015, 2016 and 2017, our operating revenue was RMB8,802 million, RMB55,997 million and RMB68,665 million, respectively.

### OUR FINANCIAL INFORMATION FOR 2015

The Tower Assets acquired in the Tower Asset Acquisitions have been our principal operating assets. The Tower Assets acquired were recorded in our accounts at the consideration on the Acquisition Date, and the results of operations derived therefrom after the Acquisition Date have been stated in our financial statements. Pursuant to the arrangements between us and the Telecom Group Companies and their respective subsidiaries, after the acquisition and from November 1, 2015, the Telecom Group Companies and their respective subsidiaries would continue to use the towers transferred to us with charges. Therefore, our revenue for the year ended December 31, 2015 was primarily generated from the operations carried out in November and December, and the costs and expenses associated therewith, such as depreciation and amortization, site operating lease charges, repairs and maintenance and finance costs, were also primarily incurred in such two-month period. As such, the results of operations in 2015 are not directly comparable to those of 2016 or 2017.

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## FINANCIAL INFORMATION

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### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

#### Demand and Market Condition for Telecommunications Tower Infrastructure Industry

As substantially all of our operating revenue was derived from the PRC telecommunications tower infrastructure industry, our results of operations significantly depend on market conditions of the industry and the TSPs’ demand for telecommunications tower infrastructure services. Such demand is influenced by various factors such as China’s economic growth, urbanization progress, telecommunications network condition, changes and development in technologies and their application. According to the F&S Report, China has become the largest telecommunications tower infrastructure market globally, of which the size totalled RMB70.6 billion in 2017 in terms of revenue and is expected to grow at a CAGR of 9.1% to RMB109.1 billion in 2022. The number of tenants for the sites operated by telecommunications tower infrastructure service providers in China is expected to grow at a CAGR of 11.9% from 2.8 million in 2017 to 4.9 million in 2022, among which the number of TSP tenants is expected to grow at a CAGR of 10.2% from 2.8 million to 4.5 million. The TSPs’ demand and planning for their network coverages will continuously affect our results of operations. See “*Risk Factors — Risks Relating to Our Business and Industry — If demand for telecommunications tower infrastructure services does not achieve anticipated growth or even decrease, our business and results of operations would be materially and adversely affected.*” Against the backdrop of the fast development of information technology and its applications across various industries in China, our revenue and profitability are also affected by the demand of customers outside the telecommunications industry.

#### Our Pricing

Our pricing mechanism directly affects our operating revenue, operating profit margin and other results of operations. We consider various factors such as costs and market conditions when pricing our services. Generally, pursuant to the agreements we entered into with our customers, our pricing mechanism was set with reference to various cost considerations, such as construction costs, ground lease charges and maintenance expenses. Due to the long-term nature of our services, our pricing and settlement arrangements facilitate steady streams of revenue and cash flows, as well as the establishment of long-term cooperative relationships with our customers. However, if the estimated costs on which our pricing is based vary from the actual costs, our operating profit margin and results of operations may differ from our expectations. In addition, any increase in costs that we cannot completely pass on to our customers, such as labor costs and some administrative expenses, would negatively impact our operating profit. During the Track Record Period, our operating expenses primarily include depreciation and amortization, site operating lease charges, repairs and maintenance, employee benefits and expenses and other operating expenses, which in 2017 respectively accounted for 47.5%, 16.5%, 9.0%, 6.2% and 9.6% of our operating revenue. Any fluctuation in the above expenses could affect our results of operations.

#### Our Relationship with the Big Three TSPs

We have established long-term cooperative relationships with the Big Three TSPs, which are also our Shareholders. See “*Substantial Shareholders*” and “*Relationship with CMCC.*” During the Track Record Period, we generated substantially all of our operating revenue from the Big Three TSPs. In

## **FINANCIAL INFORMATION**

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2017, revenue from the Big Three TSPs collectively accounted for 99.8% of our operating revenue. As of December 31, 2017, trade receivables from the Big Three TSPs accounted for 99.4% of our total trade receivables. We entered into long-term agreements with our customers, which specified the overall arrangements therewith, such as the scope and standard of our services, as well as pricing mechanism and settlement methods. We provide services to our customers in accordance with such agreements. The long-term nature of our services help generate steady streams of revenue and cash flows. See “*Business — Our Customers*” and “*Connected Transactions*.” Our principal customers have relatively high credit ratings and sound credit profiles. However, since our trade receivables are relatively concentrated, the financial condition of our principal customers will also affect our financial condition. See “*Risk Factors — Risks Relating to our Business and Industry — Our business relies on a limited number of customers*.”

### **Co-location of our Sites**

We normally provide our services in a manner that allows multiple tenants to share a single site. Site co-location facilitates optimized utilization of our existing resources. The augmentation required for our existing sites to accommodate additional tenants requires for lower capital expenditures as compared to constructing new sites. The resulting increase in our revenue is larger than the corresponding increase in costs despite the co-location discount, thereby improving marginal profit. As such, site co-location can effectively improve our profit generated per site and our overall profitability. Tenancy ratio is an important metric by which we measure the utilization and profitability of our sites. As of December 31, 2015, 2016 and 2017, our tenancy ratios were 1.28, 1.40 and 1.44, respectively. Although during the Track Record Period revenue from the TSSAI business was not substantial, we intend to further develop such business as an endeavor to further leverage our existing site resources, which may affect our revenue and profitability.

### **Capital Expenditures and Depreciation**

Due to the nature of our industry and business, our capital expenditures are influenced by factors such as customers’ demand, their network coverage planning, our service offerings expansion and service quality improvement requirements. During the Track Record Period, our capital expenditures primarily comprised expenditures on the Tower Asset Acquisitions, construction, augmentation, replacement and improvement of our sites and ancillary facilities. In 2015, 2016 and 2017, our capital expenditures were RMB229,070 million, RMB64,103 million and RMB43,836 million, respectively. See “*— Capital Expenditures and Commitment*.” Due to the nature of telecommunications tower infrastructure services, our ability to achieve sustainable growth partially depends on whether we can construct, maintain, expand and optimize our sites, which may entail a relatively high level of capital expenditure. Therefore, our ability to effectively plan and develop suitable sites, improve the efficiency and quality of site construction and augmentation, and obtain adequate financing that is compatible with these objectives is critical to our business growth.

During the Track Record Period, depreciation and amortization of our telecommunications towers, equipment and other ancillary facilities as well as other assets constituted the largest portion

## **FINANCIAL INFORMATION**

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of our operating expenses. In 2015, 2016 and 2017, our depreciation and amortization were RMB5,138 million, RMB27,585 million and RMB32,642 million, respectively, accounting for 58.4%, 49.3% and 47.5% of our operating revenue for the respective periods. As such, the level of our capital expenditure will directly affect our results of operations and cash flows.

### **Access to and Cost of Financing**

During the Track Record Period, our main capital resource were funds from our operating activities, borrowings from banks and other financial institutions and proceeds from notes issuance. As of December 31, 2015, 2016 and 2017, our outstanding interest-bearing liabilities were RMB118,183 million, RMB140,032 million and RMB156,305 million, respectively. In 2015, 2016 and 2017, our total finance costs were RMB747 million, RMB5,077 million and RMB5,283 million, respectively. The interest rates of our borrowings are generally determined with reference to the benchmark interest rate announced by the PBOC. Market interest rate and financing channels directly influence our cost of financing, which would affect our business, results of operations and financial position. See “*Risk Factors — Risks Relating to Our Business and Industry — Our business development may require relatively high level of capital expenditure and we may not be able to obtain financing therefor.*”

Since our establishment, we have been exploring various financing options that we believe are suitable for our business as an endeavor to expand our financing channels. For example, we issued short-term asset-backed notes in 2016 and we were granted concessional loans by policy and commercial banks. See “ — *Indebtedness.*” We plan to further expand our financing channels as we believe maintaining, expanding and diversifying our financing resources is crucial to our success.

### **The Development of Telecommunications Technologies and their Application**

During the Track Record Period, substantially all of our operating revenue was derived from our telecommunications tower infrastructure services. The demand for such services is closely related to the development of telecommunications technologies. The wireless data usage by end users surges due to the development of wireless communications technologies and their applications. As such, TSPs may be compelled to further increase their network density and expand their network coverage in order to improve their bandwidths and speed as well as to reduce latency. Under such circumstances, our customers are likely to require us to construct new sites or augment our existing sites to accommodate their expanded network coverage, which in turn would have a positive impact on our operating revenue and profitability. On the other hand, if a new generation of telecommunications technology standard emerges, customer demand may change, and we may need to respond to customers’ evolving demands accordingly by constructing and improving our sites and providing compatible services. This may affect the types of our sites and services, thereby affecting our results of operations and financial position.

## **FINANCIAL INFORMATION**

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### **Policy and Regulatory Environment**

Our business is subject to PRC laws, regulations and government policies, especially those affecting the TSPs’ network coverages, sites acquisition and maintenance, the types of telecommunications infrastructure permitted to be constructed and maintained, the sharing of sites and other infrastructure resources as well as taxation. Supported by favorable government policies, we currently play an important role in promoting the co-location of towers and DAS sites for the Big Three TSPs. However, China’s urban-rural planning and telecommunications network planning, the landscape of the PRC telecommunications industry and telecommunications tower infrastructure industry, our service offerings and the scope of our services may be affected by the aforementioned laws, regulations and government policies and the changes thereof. See *“Risk Factors — Risks Relating to Legal, Compliance and Regulatory Matters — Changes in laws and regulations, and PRC national or local policies, especially those regarding telecommunications industry, may adversely affect our business, financial position and results of operations.”*

### **BASIS OF PREPARATION**

The financial statements of the Company have been prepared in accordance with all applicable International Financial Reporting Standards (“**IFRSs**”) issued by International Accounting Standards Board (“**IASB**”). The historical financial information has been prepared under the historical cost convention and we have early adopted the IFRS 9 “Financial Instruments” and IFRS 15 “Revenue from Contracts with Customers.” In addition, for Tower Assets acquired in the Tower Asset Acquisitions in 2015, the Company uses their purchase considerations as historical costs.

The historical financial information being in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the historical financial information are disclosed in Note 4 of *“Appendix I — Accountant’s Report.”*

### **NON-IFRSs FINANCIAL MEASURES**

To supplement our financial information, which is presented in accordance with IFRSs, we also use earnings before interest, tax, depreciation and amortization (“**EBITDA**”) as an additional financial measure, which is not required by, or presented in accordance with IFRSs. EBITDA reflects our profit before finance costs, interest income, other gains, income tax and depreciation and amortization. As the industry in which we operate is capital intensive, capital expenditures and finance costs may heavily influence the profits of ours and other similarly situated companies. Therefore, we believe that EBITDA may help investors to evaluate our results of operations and those of our peers. However, the EBITDA we presented may not be directly comparable to similar measures presented by other companies. The use of this non-IFRSs measure has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRSs.

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**FINANCIAL INFORMATION**

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We calculate EBITDA by adding operating profit/(loss) with depreciation and amortization; we calculate EBITDA margin by dividing EBITDA by our operating revenue. The following table reconciles our EBITDA to the most directly comparable financial measure calculated and presented in accordance with IFRSs, which is operating profit/(loss) for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB in millions, except percentages)		
Operating (loss)/profit	(4,161)	5,070	7,715
Add back:			
Depreciation and amortization	5,138	27,585	32,642
EBITDA	977	32,655	40,357
EBITDA margin	N/M	58.3%	58.8%

For discussions of EBITDA and EBITDA margin, see “ — Results of Operations — Operating Profit/loss.”

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Accountant’s Report in Appendix I to this document sets forth certain significant accounting policies in Note 2, which are important for understanding our financial condition and results of operations.

Some of our accounting policies involve subjective assumptions, estimates and judgments that are discussed in Note 4 of “Appendix I — Accountant’s Report.” In the application of our accounting policies, our management is required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Our estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Our estimates and underlying assumptions are reviewed by our management on an ongoing basis. See Note 4 of “Appendix I — Accountant’s Report.”

**PRINCIPAL COMPONENTS OF STATEMENTS OF COMPREHENSIVE INCOME**

**Operating Revenue**

Our operating revenue is primarily derived from our (i) tower business (including macro cell and small cell), (ii) DAS business, and (iii) TSSAI business. Revenue generated from these businesses is generally recognized monthly pursuant to the agreements between us and our customers. The settlement period is normally one to three months.

## FINANCIAL INFORMATION

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### Operating Expenses

Our operating expenses consist of (i) depreciation and amortization, (ii) site operating lease charges, (iii) repairs and maintenance, (iv) employee benefits and expenses, and (v) other operating expenses. Historically, depreciation and amortization has been the largest component of our operating expenses.

#### *Depreciation and amortization*

Depreciation and amortization primarily comprise the depreciation of our (i) buildings, (ii) towers and ancillary facilities, (iii) machinery and electronic devices, and (iv) office facilities and others; and amortization of land use rights and software.

#### *Site operating lease charges*

Our site operating lease charges primarily comprise lease charges for our site properties during the respective periods.

#### *Repairs and maintenance*

Repairs and maintenance represent the expenses in connection with the repairs and maintenance of our sites and ancillary facilities incurred during our daily operations.

#### *Employee benefits and expenses*

Employee benefits and expenses primarily comprise (i) salaries and welfare, (ii) retirement benefits (defined contribution), (iii) contributions to medical insurance, and (iv) contributions to housing fund.

#### *Other operating expenses*

Other operating expenses primarily comprise (i) power generation charges, (ii) site operation and support expenses, (iii) loss on disposal of property and equipment, (iv) office lease, property management expenses and utilities, (v) other taxes and surcharges, and (vi) others.

Site operation and support expenses primarily comprise site planning and monitoring expenses, and charges of vehicles and transportation incurred during our daily operations.



## **FINANCIAL INFORMATION**

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Loss on disposal of property and equipment is attributable to the disposal of assets related to telecommunications infrastructure that has been rendered obsolete or unusable due to site improvement requirements, natural disasters or eminent domain in our ordinary course of business.

### **Other Gains**

Other gains primarily comprise (i) government grants, (ii) penalty payment from suppliers, and (iii) non-operating gains.

### **Interest Income**

Interest income represents the interest income from our bank deposits.

### **Finance Costs**

Finance costs primarily comprise interest on bank loans, interest on deferred consideration payables (including related VAT) and interest on asset-backed notes.

### **Income Tax (Credits)/Expenses**

Income tax (credits)/expenses primarily comprise current income tax and deferred income tax. The Company and its provincial branches file the PRC enterprise income tax on a consolidated basis. During the Track Record Period, except for certain branches located in some western provinces of China which were taxed at a preferential rate of 15% since 2017, the provision for PRC income tax was based on a statutory rate of 25% of the estimated taxable profits of the Company for the year in accordance with PRC EIT Law and relevant regulations.



## FINANCIAL INFORMATION

### RESULTS OF OPERATIONS

The following table summarizes our results of operations and as percentages of our operating revenue for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
<b>Operating revenue</b>	<b>8,802</b>	<b>100</b>	<b>55,997</b>	<b>100</b>	<b>68,665</b>	<b>100</b>
<b>Operating expenses</b>						
Depreciation and amortization	(5,138)	58.4	(27,585)	49.3	(32,642)	47.5
Site operating lease charges	(1,856)	21.1	(9,121)	16.3	(11,336)	16.5
Repairs and maintenance	(1,387)	15.8	(5,750)	10.3	(6,156)	9.0
Employee benefits and expenses	(2,840)	32.3	(3,743)	6.7	(4,229)	6.2
Other operating expenses	(1,742)	19.7	(4,728)	8.3	(6,587)	9.6
	<u>(12,963)</u>	<u>147.3</u>	<u>(50,927)</u>	<u>90.9</u>	<u>(60,950)</u>	<u>88.8</u>
<b>Operating (loss)/profit</b>	<b>(4,161)</b>	<b>47.3</b>	<b>5,070</b>	<b>9.1</b>	<b>7,715</b>	<b>11.2</b>
Other gains	18	0.2	48	0.1	149	0.2
Interest income	144	1.6	65	0.1	104	0.2
Finance costs	(747)	8.4	(5,077)	9.1	(5,283)	7.7
<b>(Loss)/ profit before taxation</b>	<b>(4,746)</b>	<b>53.9</b>	<b>106</b>	<b>0.2</b>	<b>2,685</b>	<b>3.9</b>
Income tax credits/(expenses)	1,150	13.0	(30)	0.1	(742)	1.1
<b>(Loss)/ profit for the year</b>	<b>(3,596)</b>	<b>40.9</b>	<b>76</b>	<b>0.1</b>	<b>1,943</b>	<b>2.8</b>
Other comprehensive income, net of tax	—	—	—	—	—	—
<b>Total comprehensive (loss)/income for the year</b>	<b><u>(3,596)</u></b>	<b><u>40.9</u></b>	<b><u>76</u></b>	<b><u>0.1</u></b>	<b><u>1,943</u></b>	<b><u>2.8</u></b>

## FINANCIAL INFORMATION

### Operating Revenue

The following table sets out our operating revenue by business and customer and as percentages of our operating revenue for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
<b>By type:</b>						
Tower business						
Macro cell business	8,756	99.5	55,552	99.2	66,828	97.3
Small cell business	—	—	—	—	257	0.4
DAS business	45	0.5	421	0.8	1,284	1.9
TSSAI business	—	—	19	0.0	169	0.2
Others <sup>(1)</sup>	1	0.0	5	0.0	127	0.2
<b>Operating revenue</b>	<b>8,802</b>	<b>100</b>	<b>55,997</b>	<b>100</b>	<b>68,665</b>	<b>100</b>
<b>By customer:</b>						
China Mobile <sup>(2)</sup>	4,560	51.8	28,646	51.2	36,804	53.6
China Unicom <sup>(3)</sup>	2,314	26.3	15,063	26.9	16,232	23.7
China Telecom	1,927	21.9	12,263	21.9	15,467	22.5
Subtotal	8,801	100.0	55,972	100.0	68,503	99.8
Other customers <sup>(4)</sup>	1	0.0	25	0.0	162	0.2
<b>Operating revenue</b>	<b>8,802</b>	<b>100</b>	<b>55,997</b>	<b>100</b>	<b>68,665</b>	<b>100</b>

*Notes:*

- (1) Others include revenue generated from transmission services, commissions for paying electric power charges on behalf of customers, and income from leasing some of our properties.
- (2) Refers to China Mobile Company and its subsidiaries.
- (3) Refers to China Unicom Corporation.
- (4) Other customers primarily include customers from various sectors other than the Big Three TSPs.

In 2015, 2016 and 2017, substantially all of our operating revenue was generated from the Big Three TSPs, which amounted to RMB8,801 million, RMB55,972 million and RMB68,503 million, respectively. Among the Big Three TSPs, China Mobile was our largest customer in terms of revenue, and during the same periods, sales to China Mobile accounted for 51.8%, 51.2% and 53.6% of our operating revenue, respectively.

#### *Comparisons between 2017 and 2016*

Our operating revenue increased by 22.6% from RMB55,997 million in 2016 to RMB68,665 million in 2017, primarily due to an increase in tenants, reflecting our operation expansions. The number of our total tenants increased from 2,418,635 as of December 31, 2016, to 2,687,475 as of December 31, 2017. In addition, our DAS business, although contributed a small portion of our total revenue, grew rapidly from 2016 to 2017, primarily due to our increased effort in pursuing and operating more DAS projects in 2017.

## FINANCIAL INFORMATION

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### **Operating Expenses**

The following table sets out a breakdown of our operating expenses and as percentages of our total operating expenses for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
Depreciation and amortization	5,138	39.6	27,585	54.2	32,642	53.6
Site operating lease charges	1,856	14.4	9,121	17.9	11,336	18.6
Repairs and maintenance	1,387	10.7	5,750	11.3	6,156	10.1
Employee benefits and expenses	2,840	21.9	3,743	7.3	4,229	6.9
Other operating expenses	1,742	13.4	4,728	9.3	6,587	10.8
<b>Operating expenses</b>	<b><u>12,963</u></b>	<b><u>100</u></b>	<b><u>50,927</u></b>	<b><u>100</u></b>	<b><u>60,950</u></b>	<b><u>100</u></b>

### *Depreciation and amortization*

Depreciation and amortization primarily comprise depreciation of our (i) buildings, (ii) towers and ancillary facilities, (iii) machinery and electronic devices, and (iv) office facilities and others; and amortization of land use rights and software. The following table sets out a breakdown of our depreciation and amortization and as percentages of our operating revenue for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
Buildings	—	—	—	—	2	0.0
Towers and ancillary facilities	3,404	38.7	20,495	36.6	24,294	35.4
Machinery and electronic devices	1,710	19.4	7,010	12.5	8,220	12.0
Office facilities and others	21	0.2	54	0.1	82	0.1
Land use rights and software	3	0.1	26	0.1	44	0.0
<b>Total</b>	<b><u>5,138</u></b>	<b><u>58.4</u></b>	<b><u>27,585</u></b>	<b><u>49.3</u></b>	<b><u>32,642</u></b>	<b><u>47.5</u></b>

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## **FINANCIAL INFORMATION**

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### *Comparisons between 2017 and 2016*

Our depreciation and amortization increased by 18.3% from RMB27,585 million in 2016 to RMB32,642 million in 2017, primarily attributable to an increase in (i) the depreciation of towers and ancillary facilities, and (ii) the depreciation of machinery and electronic devices. Such increase was primarily attributable to our site construction and improvement projects in 2016 and 2017, of which the completed ones were transferred from construction in progress to property, plant and equipment and had been depreciated accordingly.

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### ***Site operating lease charges***

Our site operating lease charges primarily comprise lease charges for our sites during the respective periods. In 2015, 2016 and 2017, our site operating lease charges were RMB1,856 million, RMB9,121 million and RMB11,336 million, accounting for 21.1%, 16.3% and 16.5% of our operating revenue, respectively.

### *Comparisons between 2017 and 2016*

Our site operating lease charges increased by 24.3% from RMB9,121 million in 2016 to RMB11,336 million in 2017, primarily attributable to (i) an increase in the number of our sites due to the newly constructed sites, and (ii) the increase of rent in some areas of China.

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### ***Repairs and maintenance***

Repairs and maintenance represent the expenses in connection with the repairs and maintenance of our sites and ancillary facilities incurred in our ordinary course of business. In 2015, 2016 and 2017, our repairs and maintenance expenses were RMB1,387 million, RMB5,750 million and RMB6,156 million, which accounted for 15.8%, 10.3% and 9.0% of our operating revenue, respectively.

### *Comparisons between 2017 and 2016*

Our repairs and maintenance expenses increased by 7.1% from RMB5,750 million in 2016 to RMB6,156 million in 2017, primarily attributable to an increase in the number of our sites in use.

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## FINANCIAL INFORMATION

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### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### *Employee benefits and expenses*

Employee benefits and expenses primarily comprise (i) salaries and welfare, (ii) retirement benefits (defined contribution), (iii) contributions to medical insurance, and (iv) contributions to housing fund. The following table sets out a breakdown of our employee benefits and expenses and as percentages of our operating revenue for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
Salaries and welfare	2,245	25.5	2,921	5.3	3,233	4.8
Retirement benefits	299	3.4	414	0.7	504	0.7
Contributions to medical insurance	167	1.9	222	0.4	266	0.4
Contributions to housing fund	129	1.5	186	0.3	226	0.3
<b>Total</b>	<b>2,840</b>	<b>32.3</b>	<b>3,743</b>	<b>6.7</b>	<b>4,229</b>	<b>6.2</b>

### *Comparisons between 2017 and 2016*

Our employee benefits and expenses increased by 13.0% from RMB3,743 million in 2016 to RMB4,229 million in 2017, primarily attributable to increased staff costs due to workforce expansion to satisfy our business operations and management needs.

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

## FINANCIAL INFORMATION

### *Other operating expenses*

Other operating expenses primarily comprise (i) power generation charges, (ii) site operation and support expenses, (iii) loss on disposal of property and equipment, (iv) office lease, property management expenses and utilities, (v) other tax and surcharges, and (vi) others. The following table sets out a breakdown of our other operating expenses and as percentages of our operating revenue for the periods indicated:

	Year Ended December 31,					
	2015		2016		2017	
	(RMB million)	%	(RMB million)	%	(RMB million)	%
Power generation charges	168	1.9	1,525	2.7	2,189	3.2
Site operation and support expenses <sup>(1)</sup>	473	5.4	1,295	2.3	1,668	2.4
Loss on disposal of property and equipment	5	0.1	632	1.1	1,330	1.9
Office lease, property management expenses and utilities <sup>(2)</sup>	344	3.9	513	0.9	580	0.9
Other tax and surcharges <sup>(3)</sup>	125	1.4	137	0.2	159	0.2
Others <sup>(4)</sup>	627	7.0	626	1.1	661	1.0
<b>Total</b>	<b>1,742</b>	<b>19.7</b>	<b>4,728</b>	<b>8.3</b>	<b>6,587</b>	<b>9.6</b>

*Note:*

- (1) Site operation and support expenses primarily represent the site planning and monitoring expenses, and the charges of vehicles and transportation incurred during our daily operations.
- (2) Office lease, property management expenses and utilities primarily represent the rent and property management fees and utilities expenses.
- (3) Other tax and surcharges (excluding income tax and VAT) primarily represent tax on real estate, stamp duty and other surcharges.
- (4) Others primarily include administrative expenses such as travelling expenses, conference expenses, professional consulting fees and outsourcing fees.

### *Comparisons between 2017 and 2016*

Our other operating expenses increased by 39.3% from RMB4,728 million in 2016 to RMB6,587 million in 2017, primarily attributable to (i) an increase in power generation charges due to the growth of our power generation services, (ii) an increase in site operation and support expenses, and (iii) an increase in loss on disposal of property and equipment. The increase in site operation and support expenses was due to an increase in the number of our sites, and an enhanced effort in improving our ability to monitor and manage our sites in order to improve our services in 2017. For example, in order to achieve maintenance precision, we installed smart FSUs and sensors to an increasing number of sites in 2016 and 2017, thus resulting in increased monitoring expenses. Loss on disposal of property and equipment increased because we conducted extensive site improvement for our towers and ancillary facilities in 2017, and disposed of the properties and equipment that we found obsolete.

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## FINANCIAL INFORMATION

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### *Comparisons between 2016 and 2015*

The financial information of (i) power generation charges, (ii) site operation and support expenses, and (iii) loss on disposal of property and equipment in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### **Operating Profit/(Loss)**

The following table sets out our operating profit/loss and operating profit margin for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB in millions, except percentages)		
Operating (loss)/profit <sup>(1)</sup>	(4,161)	5,070	7,715
Operating profit margin <sup>(2)</sup>	N/M	9.1%	11.2%
EBITDA <sup>(3)</sup>	977	32,655	40,357
EBITDA margin <sup>(4)</sup>	N/M	58.3%	58.8%

*Notes:*

- (1) Operating profit/(loss) is the operating revenue minus the operating expenses.
- (2) Operating profit margin is calculated by dividing the operating profit/(loss) by operating revenue, and multiplying the resulting value by 100%.
- (3) EBITDA is the operating profit/(loss) plus depreciation and amortization.
- (4) EBITDA margin is calculated by dividing EBITDA by operating revenue, and multiplying the resulting value by 100%.

### *Comparisons between 2017 and 2016*

Our operating profit increased by 52.2% from RMB5,070 million in 2016 to RMB7,715 million in 2017. During the same period, our operating profit margin increased from 9.1% to 11.2%, primarily attributable to (i) an increase in tenants, and (ii) an increase in our tenancy ratio due to site co-location and the resulting improvement of marginal profit. Our tenancy ratio increased from 1.40 as of December 31, 2016, to 1.44 as of December 31, 2017. For details of tenancy ratio’s effects on our results of operations, see “ — *Factors Affecting Our Results of Operations — Co-location of our sites.*”

Our EBITDA increased by 23.6% from RMB32,655 million in 2016 to RMB40,357 million in 2017. During the same period, our EBITDA margin remained relatively stable.

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### **Other Gains**

Other gains primarily comprise government grants, penalty payment from suppliers, and other gains outside our operations. In 2016 and 2017, our other gains were RMB48 million and RMB149 million, respectively, accounting for 0.1% and 0.2% of our operating revenue for the respective periods.

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## FINANCIAL INFORMATION

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### Interest Income

Interest income represents the interest income from our bank deposits. In 2015, 2016 and 2017, our interest income was RMB144 million, RMB65 million and RMB104 million, respectively, accounting for 1.6%, 0.1% and 0.2% of our operating revenue for the respective periods.

### Finance Costs

The following table sets out a breakdown of our finance costs for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB million)		
Interest on borrowings	86	1,293	1,437
Interest on deferred consideration payables	661	4,031	3,987
Interest on asset-backed notes	—	7	135
Less: Amounts capitalized in construction in progress	—	(254)	(276)
<b>Total finance costs</b>	<b>747</b>	<b>5,077</b>	<b>5,283</b>

#### *Comparisons between 2017 and 2016*

Our finance costs increased by 4.1% from RMB5,077 million in 2016 to RMB5,283 million in 2017, primarily attributable to an increase in (i) interest on borrowings due to increased bank borrowings in 2017, and (ii) interest on asset-backed notes, which were issued at the end of 2016. Such increase was partially offset by a decrease in interest on deferred consideration payables, which was because we paid off the majority of the deferred cash consideration for the Tower Asset Acquisitions in an amount of approximately RMB70.9 billion in December 2017.

#### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “ — *Our Financial Information for 2015.*”

### Income Tax (Credits)/Expenses

The Company and its provincial branches file the PRC enterprise income tax on a consolidated basis. During the Track Record Period, except for certain branches located in some western provinces of China which were taxed at a preferential rate of 15% since 2017, the provision for PRC income tax was based on a statutory rate of 25% of the estimated taxable profits of the Company for the year in accordance with PRC EIT Law and relevant regulations.



## FINANCIAL INFORMATION

The following table sets out the details our income tax credits/expenses for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB million)		
<b>Current tax:</b>			
Current tax on estimated taxable profits for the year	—	—	223
<b>Total current tax</b>	—	—	223
<b>Deferred tax:</b>			
Origination and reversal of temporary differences <sup>(1)</sup>	(1,150)	30	519
<b>Total deferred tax</b>	(1,150)	30	519
<b>Income tax (credits)/expense</b>	(1,150)	30	742

*Note:*

- (1) Origination and reversal of temporary differences primarily comprises temporary differences in income tax arising from recoverable tax losses, accrued expenses, unwinding finance cost and deferred revenue.

For the difference between the our tax on profit/loss before taxation and the theoretical amount that would arise, see Note 10 to the Accountant’s Report set out in Appendix I to this document.

During the Track Record Period and up to the Latest Practicable Date, we had completed the calculation and recording of our PRC EIT in all material aspects, and did not have any material unresolved income tax issues or disputes with the competent tax authorities.

### Effective Tax Rate

The following table sets out our effective tax rates for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(%)		
Effective tax rate <sup>(1)</sup>	24.2	28.3	27.6

*Note:*

- (1) Effective tax rate is the absolute value of the result of dividing the income tax (credits)/expenses by the (loss)/profit before taxation.

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## FINANCIAL INFORMATION

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### *Comparisons between 2017 and 2016*

Our effective tax rate decreased from 28.3% in 2016 to 27.6% in 2017, primarily because certain branches located in some western provinces were taxed at a preferential rate of 15% since 2017 pursuant to the PRC EIT Law and relevant regulations. In addition, due to the fact that these branches became eligible for the 15% preferential rate from 2017 onwards, the deferred tax assets associated therewith, which were previously calculated at the 25% statutory tax rate were, required to be recalculated at 15% pursuant to the requirements of IAS 12. The one-off adjustment to deferred tax assets due to the decrease of tax rate was recorded in profit and loss for the year ended December 31, 2017. Therefore, our effective tax rate in 2017 is higher than the 25% statutory rate. Our effective tax rate for 2016 was also higher than 25%, primarily due to permanent differences of income tax.

### *Comparisons between 2016 and 2015*

Our financials and operating results in 2015 are not directly comparable to those of 2016. See “— *Our Financial Information for 2015.*”

### **Profit/(Loss) for the Year**

For the reasons stated above, we recorded profit for the year of RMB1,943 million in 2017, profit for the year of RMB76 million in 2016 and loss for the year of RMB3,596 million in 2015.

## **LIQUIDITY AND CAPITAL RESOURCES**

During the Track Record Period, we financed our operations primarily through cash generated from operating activities, borrowings from banks and other financial institutions and capital contribution from shareholders. As of March 31, 2018, we had aggregate cash and cash equivalents of RMB7,221 million.

For discussions of our working capitals, see “— *Selected Balance Sheet Items.*”

Going forward, we expect to finance our operations, our debt service requirements and capital expenditures with net cash flows generated from our operations, debt financing and, if required, additional equity financing. We intend to continue to access existing capital resources, and to seek new sources of funding, to maintain and grow our business on a cost-effective basis.

Taking into account the financial resources available to us, including cash flows from operations, borrowings from banks and other financial institutions, our unutilized revolving credit facilities and the estimated net proceeds of the [REDACTED], our Directors are of the opinion that we have sufficient working capital for our requirements for at least the next 12 months from the date of this document. After making reasonable enquires with the Company about the Company’s working capital requirements, there is nothing that has caused the Joint Sponsors to disagree with the Directors’ view above.

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**FINANCIAL INFORMATION**

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**Cash Flows**

The following table sets out our cash flows for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB million)		
Net cash (used in)/generated from operating activities	(6,729)	27,594	34,935
Net cash used in investing activities	(15,217)	(46,023)	(51,915)
Net cash generated from financing activities	26,007	22,025	7,583
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>4,061</b>	<b>3,596</b>	<b>(9,397)</b>
Cash and cash equivalents at beginning of the year	9,592	13,653	17,249
<b>Cash and cash equivalents at end of the year</b>	<b><u>13,653</u></b>	<b><u>17,249</u></b>	<b><u>7,852</u></b>

***Operating activities***

Under the indirect method, our cash flows from operating activities reflects (i) our profit/loss before income tax adjusted for non-cash and non-operating items, such as depreciation and amortization, loss on disposal of property, plant and equipment and finance costs; and (ii) the effects of changes in working capital, such as inventories, trade and other receivables, prepayments and other current assets, and accounts payable.

In 2017, we had net cash generated from operating activities of RMB34,935 million, primarily due to our profit before taxation of RMB2,685 million, as adjusted by (i) the add-back of non-cash items primarily comprising depreciation and amortization of RMB32,642 million, finance costs of RMB5,283 million, and loss on disposal of property and equipment of RMB1,330 million; and (ii) changes in working capital, which primarily comprised an increase in the long-term prepayments of RMB4,508 million, reflecting an increase in long-term prepayments for site lease as a result of the increased number of our sites, and an increase in other non-current assets of RMB3,063 million, reflecting the increase in the input VAT recoverable associated with our operating activities.

In 2016, we had net cash generated from operating activities of RMB27,594 million, primarily due to our profit before taxation of RMB106 million, as adjusted by (i) the add-back of non-cash items primarily comprising depreciation and amortization of RMB27,585 million and finance costs of RMB5,077 million; and (ii) changes in working capital, which primarily comprised an increase in trade and other receivables of RMB5,979 million, reflecting the expansion of our business, an increase in other non-current assets of RMB1,410 million and an increase in prepayments and other current assets of RMB565 million, reflecting an increase in the input VAT recoverable due to the increase in our capital expenditures, a decrease in long-term prepayments of RMB1,769 million and an increase in accrued expenses and other payables of RMB707 million.

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## **FINANCIAL INFORMATION**

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In 2015, we had net cash used in operating activities of RMB6,729 million, primarily due to our loss before taxation of RMB4,746 million, as adjusted by (i) the add-back of non-cash items primarily comprising depreciation and amortization of RMB5,138 million; and (ii) changes in working capital, which primarily comprised an increase in trade and other receivables of RMB9,805 million, an increase in long-term prepayments of RMB716 million and an increase in accounts payable of RMB1,988 million.

Under the direct method, our cash flows from operating activities primarily consists of the cash inflows generated from our operating activities and the cash outflows resulting from labor costs paid to suppliers and staff costs paid to our employees.

### ***Investing activities***

Our cash outflows from investing activities primarily consist of expenditure arising from the construction, augmentation and improvement of towers and DAS sites and the purchase of land use rights.

In 2017, our net cash used in investing activities was RMB51,915 million, primarily attributable to purchase of property, plant and equipment of RMB51,837 million.

In 2016, our net cash used in investing activities was RMB46,023 million, primarily attributable to purchase of property, plant and equipment of RMB46,001 million.

In 2015, our net cash used in investing activities was RMB15,217 million, primarily attributable to purchase of property, plant and equipment of RMB15,211 million.

For discussions of property, plant and equipment, see “ — *Selected Balance Sheet Items — Non-current assets and liabilities.*”

### ***Financing activities***

Our financing activities primarily include borrowing from banks and other financial institutions, capital contribution from shareholders and issuance of asset-backed notes.

In 2017, our net cash generated from financing activities was RMB7,853 million, primarily attributable to proceeds from borrowings of RMB131,479 million. The cash inflow was partially offset by payments of deferred consideration and related VAT for the Tower Asset Acquisitions of RMB76,631 million, repayments of borrowings of RMB37,973 million, repayment of asset-backed notes of RMB4,950 million and interest paid of RMB4,342 million for interest-bearing liabilities.

In 2016, our net cash generated from financing activities was RMB22,025 million, primarily attributable to proceeds from borrowings of RMB41,675 million, capital contributions from the Company’s shareholders of RMB10,727 million and net proceeds from issuance of asset-backed notes of RMB4,937 million. The cash inflow was partially offset by repayments of borrowings of RMB20,887 million, payments of deferred consideration for the Tower Asset Acquisitions of RMB10,966 million and interest paid of RMB3,461 million for interest-bearing liabilities.

## FINANCIAL INFORMATION

In 2015, our net cash generated from financing activities was RMB26,007 million, primarily attributable to proceeds from borrowings of RMB26,375 million. This cash inflow was partially offset by repayments of bank borrowings of RMB300 million and interest paid of RMB68 million for interest-bearing liabilities.

### SELECTED BALANCE SHEET ITEMS

#### Net Current Assets/Liabilities

The following table sets out our current assets and liabilities as of the dates indicated:

	As of December 31,			As of March 31
	2015	2016	2017	2018
	(RMB million)			(Unaudited)
<b>Current assets:</b>				
Inventories <sup>(1)</sup>	5	3	28	1
Trade and other receivables	20,537	15,789	15,262	19,318
Prepayments and other current assets	2,918	6,524	7,375	8,369
Cash and cash equivalents	<u>13,653</u>	<u>17,249</u>	<u>7,852</u>	<u>7,221</u>
<b>Total current assets</b>	<b><u>37,113</u></b>	<b><u>39,565</u></b>	<b><u>30,517</u></b>	<b><u>34,909</u></b>
<b>Current liabilities:</b>				
Borrowings	12,900	32,316	95,260	96,429
Asset-backed notes	—	4,937	—	—
Deferred consideration payables — current portion	10,966	90,499	17,252	15,737
Deferred revenue	—	34	29	18
Accounts payable	21,618	39,840	31,906	30,717
Accrued expenses and other payables	1,643	3,942	5,371	3,832
Current income tax payable	<u>—</u>	<u>—</u>	<u>223</u>	<u>358</u>
<b>Total current liabilities</b>	<b><u>47,127</u></b>	<b><u>171,568</u></b>	<b><u>150,041</u></b>	<b><u>147,091</u></b>
<b>Net current liabilities</b>	<b><u>10,014</u></b>	<b><u>132,003</u></b>	<b><u>119,524</u></b>	<b><u>112,182</u></b>

Note:

- (1) Inventories primarily consist of office supplies, spare parts for repair and maintenance purposes and low-value consumables.

During the Track Record Period, our net current liabilities remained at a relatively stable level. See below the discussions of our current assets and liabilities.

## FINANCIAL INFORMATION

### *Trade and other receivables*

Trade and other receivables primarily comprise (i) trade receivables and (ii) other receivables. During the Track Record Period, the carrying amounts of our trade and other receivables were denominated in Renminbi and our trade and other receivables were non-interest bearing. During the Track Record Period, no impairment had been made for our trade and other receivables.

The following table sets out a summary of our trade and other receivables as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
<b>Trade receivables</b>			
Trade receivables	9,430	10,852	10,926
Less: allowance for impairment of trade receivables	—	—	—
<b>Trade receivables — net</b>	<b>9,430</b>	<b>10,852</b>	<b>10,926</b>
<b>Other receivables</b>			
Receivables from shareholders <sup>(1)</sup>	10,727	—	—
Deposits <sup>(2)</sup>	157	790	689
Payments on behalf of customers <sup>(3)</sup>	220	4,128	3,639
Others <sup>(4)</sup>	3	19	8
<b>Other receivables</b>	<b>11,107</b>	<b>4,937</b>	<b>4,336</b>
<b>Trade and other receivables</b>	<b>20,537</b>	<b>15,789</b>	<b>15,262</b>

*Notes:*

- (1) Receivables from shareholders were due from China Telecom and China Reform for the Company’s new shares issuance, which were unsecured, non-interest bearing, and fully collected in February 2016.
- (2) Deposits primarily include deposits paid to lessors and suppliers.
- (3) Payments on behalf of customers mainly represent the payments made on behalf of customers for certain sites’ electric power charges to electric power companies or other third parties. See “*Connected Transactions — Principal Services Provided to the Telecom Shareholders.*”
- (4) Others primarily include advance to employees.

### *Trade receivables*

The balances of our trade receivables as of December 31, 2016 and 2017 remained relatively stable.

Our trade receivables balance as of December 31, 2015 is not directly comparable to that of December 31, 2016, as we were still in the process of setting billing and settlement procedures with our customers in 2015.

## FINANCIAL INFORMATION

As of March 31, 2018, approximately RMB10,873 million, or 99.5%, of our trade receivables outstanding as of December 31, 2017, were settled.

The following table sets out our trade receivables by customer as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
China Mobile <sup>(1)</sup>	4,894	5,126	6,216
China Unicom <sup>(2)</sup>	2,477	3,277	1,983
China Telecom	2,059	2,431	2,660
Others	—	18	67
<b>Total</b>	<b><u>9,430</u></b>	<b><u>10,852</u></b>	<b><u>10,926</u></b>

*Notes:*

- (1) Refers to China Mobile Company and its subsidiaries.
- (2) Refers to China Unicom Corporation.

The following table sets out the turnover days of our trade receivables for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
Trade receivables turnover days <sup>(1)</sup>	N/M <sup>(2)</sup>	66	58

*Notes:*

- (1) Trade receivables turnover days for a certain period is the average of opening and closing trade receivables balances divided by the operating revenue for that period and multiplied by 365 days for a year.
- (2) The trade receivables turnover days in 2015 was non-meaningful because we were still in the process of setting billing and settlement procedures with our customers in 2015.

Our trade receivables turnover days remained relatively stable in 2016 and 2017.

The following table sets out an aging analysis of our trade receivables, based on invoice dates and before provision for impairment, as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Up to three months	9,430	10,852	10,926
<b>Total</b>	<b><u>9,430</u></b>	<b><u>10,852</u></b>	<b><u>10,926</u></b>

## FINANCIAL INFORMATION

During the Track Record Period, we did not experience any significant losses associated with our trade receivables, and the increase in our trade receivables did not have any material adverse impact on our liquidity or cash flows.

### *Other receivables*

Our other receivables decreased by 12.2% from RMB4,937 million as of December 31, 2016, to RMB4,336 million as of December 31, 2017, primarily due to a decrease in payments on behalf of customers.

Our other receivables decreased significantly from RMB11,107 million as of December 31, 2015 to RMB4,937 million as of December 31, 2016, primarily attributable to a decrease in receivables from shareholders, which was a capital contribution commitment from some of our Shareholders and was settled in February 2016. Such decrease was partially offset by an increase in payments to power supply companies on behalf of customers as a result of our business growth.

As of March 31, 2018, approximately RMB3,967 million, or 91.5%, of our other receivables outstanding as of December 31, 2017, were settled.

### *Prepayments and other current assets*

Prepayments and other current assets primarily consist of (i) advance payments and (ii) current portion of input VAT recoverable.

The following table sets out our prepayments and other current assets as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Advance payments <sup>(1)</sup>	1,966	1,717	2,546
Input VAT recoverable — current portion <sup>(2)</sup>	952	4,807	4,829
<b>Total</b>	<b>2,918</b>	<b>6,524</b>	<b>7,375</b>

*Notes:*

- (1) Advance payments mainly represent prepaid rentals to the landlords of our sites and prepaid electric power charges of our sites.
- (2) For discussions of input VAT recoverable, see “ — *Non-current assets and liabilities* — *Other non-current assets.*”

Our prepayments and other current assets increased by 13.0% from RMB6,524 million as of December 31, 2016, to RMB7,375 million as of December 31, 2017, which was primarily attributable to an increase in advance payments due to the increased number of our sites. During the Track Record Period, the balance of our advance payments fluctuated, primarily due to the differences in the settlement arrangements with our lessors across the country.



## FINANCIAL INFORMATION

Our prepayments and other current assets increased significantly from RMB2,918 million as of December 31, 2015, to RMB6,524 million as of December 31, 2016, primarily attributable to an increase in input VAT recoverable due to our increased capital expenditures.

### *Accounts payable*

Accounts payable primarily consists of payables for construction projects, repairs and maintenance and other services. During the Track Record Period, our accounts payable were non-interest bearing.

The following table sets out a breakdown of our accounts payable as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Payables for projects expenditure and equipment	19,161	35,049	26,706
Payables for operating lease charges, repairs and maintenance and other services	2,457	4,791	5,200
<b>Total</b>	<b>21,618</b>	<b>39,840</b>	<b>31,906</b>

During the Track Record Period, the changes in our accounts payable were generally in line with our capital expenditures and operating expenses.

As of March 31, 2018, approximately RMB17,293 million, or 54.2%, of our accounts payable outstanding as of December 31, 2017, were settled.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, there was no material default in payment of accounts payable.

### *Accounts payable aging analysis*

The following table sets out an aging analysis of our accounts payable based on invoice date as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Less than six months	20,649	34,265	27,898
Six months to one year	969	4,209	2,690
More than one year	—	1,366	1,318
<b>Total</b>	<b>21,618</b>	<b>39,840</b>	<b>31,906</b>

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## FINANCIAL INFORMATION

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### *Accrued expenses and other payables*

Our accrued expenses and other payables primarily consist of (i) interest payable, (ii) deposits from vendors, (iii) accrued expenses, (iv) salary and welfare payables, (v) other tax payables, and (vi) others.

The following table sets out a breakdown of our accrued expenses and other payables as of the date indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Interest payable	638	2,230	3,144
Deposits from vendors	311	811	1,045
Accrued expenses <sup>(1)</sup>	104	259	464
Salary and welfare payables	408	413	436
Other tax payables <sup>(2)</sup>	144	182	137
Others <sup>(3)</sup>	38	47	145
<b>Total</b>	<b>1,643</b>	<b>3,942</b>	<b>5,371</b>

*Notes:*

- (1) Accrued expenses primarily include accrued expenses for repairs and maintenance and office building related expenses.
- (2) Other tax payables represent tax payables other than income tax payables.
- (3) Others primarily includes social welfare payments for our employees.

During the Track Record Period, our accrued expenses and other payables were non-interest bearing.

The balance of our accrued expenses and other payables increased by 36.3% from RMB3,942 million as of December 31, 2016, to RMB5,371 million as of December 31, 2017, primarily attributable to (i) an increase in interest payable with respect to deferred consideration payables, and (ii) an increase in deposits from vendors due to our business growth.

The balance of our accrued expenses and other payables balance increased significantly from RMB1,643 million as of December 31, 2015, to RMB3,942 million as of December 31, 2016, primarily due to (i) an increase in interest payable with respect to deferred consideration payables, and (ii) an increase in deposits from vendors due to our business growth.

## FINANCIAL INFORMATION

### Non-current Assets and Liabilities

The following table sets out our non-current assets and liabilities as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
<b>Non-current assets:</b>			
Property, plant and equipment	203,886	245,788	258,138
Construction in progress	19,807	13,592	10,930
Long-term prepayments <sup>(1)</sup>	7,089	5,385	9,910
Deferred income tax assets	1,238	1,208	689
Other non-current assets <sup>(2)</sup>	5	6,130	12,459
<b>Total non-current assets</b>	<b><u>232,025</u></b>	<b><u>272,103</u></b>	<b><u>292,126</u></b>
<b>Non-current liabilities:</b>			
Borrowings	10,984	12,280	43,793
Deferred consideration payables	83,333	—	—
Deferred revenue <sup>(3)</sup>	2,218	2,268	1,314
<b>Total non-current liabilities</b>	<b><u>96,535</u></b>	<b><u>14,548</u></b>	<b><u>45,107</u></b>

*Notes:*

- (1) Long-term prepayments primarily include the prepayments for site leases and land use rights. See Note 14 of “Appendix I — Accountant’s Report.” The balance of these prepayments may fluctuate as a result of the different terms of the leasing agreements from time to time we entered into or renewed.
- (2) Other non-current assets primarily include the non-current portion of VAT recoverable.
- (3) Deferred revenue primarily include the difference between the fair value and face value of the low-interest loans was recognized as government grants in deferred revenue. See Note 21(a) and Note 22 of “Appendix I — Accountant’s Report.”

### *Property, plant and equipment*

Our property, plant and equipment primarily consist of (i) buildings, (ii) towers and ancillary facilities, (iii) machinery and electronic devices, and (iv) office facilities and others.

The following table sets out the net book value of our property, plant and equipment as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Cost	209,021	277,985	321,897
Less:			
Accumulated depreciation	(5,135)	(32,197)	(63,759)
<b>Net book value</b>	<b><u>203,886</u></b>	<b><u>245,788</u></b>	<b><u>258,138</u></b>

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**FINANCIAL INFORMATION**

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Our property, plant and equipment increased by 5.0% from RMB245,788 million as of December 31, 2016, to RMB258,138 million as of December 31, 2017, primarily due to our site construction and improvement projects in 2017 that were transferred from construction in progress.

Our property, plant and equipment increased by 20.6% from RMB203,886 million as of December 31, 2015, to RMB245,788 million as of December 31, 2016, primarily due to the site construction and improvement projects in 2016 that were transferred from construction in progress.

***Construction in progress***

Construction in progress primarily includes the towers, DAS and other telecommunications infrastructure projects that are under construction or pending installation, and is stated at cost less accumulated impairment losses. Costs primarily include equipment procurement costs, designing costs and construction costs.

The following table sets out our construction in progress as of the date indicated:

	<u>2015</u>	<u>2016</u>	<u>2017</u>
	(RMB million)		
Balance at January 1	213	19,807	13,592
Additions	48,028	61,166	42,144
Transferred to property, plant and equipment	(28,434)	(67,381)	(44,806)
<b>Balance at December 31</b>	<b><u>19,807</u></b>	<b><u>13,592</u></b>	<b><u>10,930</u></b>

Our construction in progress decreased by 19.6% from RMB13,592 million as of December 31, 2016, to RMB10,930 million as of December 31, 2017, primarily because we conducted less site construction and improvement projects in 2017.

Our construction in progress decreased by 31.4% from RMB19,807 million as of December 31, 2015, to RMB13,592 million as of December 31, 2016, primarily because we acquired a substantial amount of construction in progress from the Big Three TSPs in the Tower Asset Acquisitions in 2015, most of which were completed and transferred to property, plant and equipment in 2016.

***Deferred income tax assets***

Deferred income tax assets primarily arise from tax losses, accrued expenses, unwinding finance cost and deferred revenue. See Note 15 in the Accountant’s Report set out in Appendix I to this document.

Our deferred income tax assets decreased significantly from RMB1,208 million as of December 31, 2016, to RMB689 million as of December 31, 2017, primarily reflecting the decrease in tax losses which was utilized in 2017.

Our deferred income tax assets remained relatively stable as of December 31, 2015 and 2016.

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**FINANCIAL INFORMATION**

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*Other non-current assets*

Other non-current assets primarily include (i) non-current portion of input VAT recoverable and (ii) others. The following table sets out our other non-current assets as of the date indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
Input VAT recoverable — non-current portion <sup>(1)</sup>	—	6,081	12,337
Others <sup>(2)</sup>	5	49	122
<b>Total</b>	<b>5</b>	<b>6,130</b>	<b>12,459</b>

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*Notes:*

- (1) Input VAT recoverable represents the excess of input VAT over output VAT during the Track Record Period. The input VAT recoverable can be carried forward indefinitely to set-off future output VAT in the following periods according to relevant VAT regulations of the PRC.
- (2) Others primarily include purchased software used by the Company that recognized at initial cost and amortized over the estimated useful life. In 2015, 2016 and 2017, amortization of software was nil, RMB1 million and RMB12 million, respectively.

During the track record period, the increase in our other non-current assets was primarily attributable to (i) the input VAT invoices we received from time to time from the Big Three TSPs for Tower Asset Acquisitions, and (ii) an increase in the VAT recoverable due to our capital expenditures during the periods.

## FINANCIAL INFORMATION

### INDEBTEDNESS

The following table sets out our total interest-bearing liabilities as of the dates indicated:

	As of December 31,			As of March 31,
	2015	2016	2017	2018
	(RMB million)			(Unaudited)
<b>Non-current:</b>				
Borrowings	10,984	12,280	43,793	48,195
Deferred consideration payables	83,333	—	—	—
<b>Total non-current interest-bearing liabilities</b>	<b><u>94,317</u></b>	<b><u>12,280</u></b>	<b><u>43,793</u></b>	<b><u>48,195</u></b>
<b>Current:</b>				
Borrowings	12,900	32,316	95,260	96,429
Asset-backed notes	—	4,937	—	—
Deferred consideration payables — current portion	10,966	90,499	17,252	15,737
<b>Total current interest-bearing liabilities</b>	<b><u>23,866</u></b>	<b><u>127,752</u></b>	<b><u>112,512</u></b>	<b><u>112,166</u></b>
<b>Total</b>	<b><u><u>118,183</u></u></b>	<b><u><u>140,032</u></u></b>	<b><u><u>156,305</u></u></b>	<b><u><u>160,361</u></u></b>

Our interest-bearing liabilities were repayable as of the dates indicated:

	As of December 31,			As of March 31,
	2015	2016	2017	2018
	(RMB million)			(Unaudited)
Within one year	23,866	127,752	112,512	112,166
Between one and two years	84,463	1,377	11,276	11,356
Between two and five years	3,562	4,415	29,608	33,908
Over five years	6,292	6,488	2,909	2,931
<b>Total</b>	<b><u><u>118,183</u></u></b>	<b><u><u>140,032</u></u></b>	<b><u><u>156,305</u></u></b>	<b><u><u>160,361</u></u></b>

## FINANCIAL INFORMATION

### Borrowings

The following table sets out our borrowings as of the dates indicated:

	As of December 31,			As of March 31,
	2015	2016	2017	2018
				(Unaudited)
				(RMB million)
Long-term borrowings	10,984	13,446	45,724	50,085
Less: current portion	—	(1,166)	(1,931)	(1,890)
<b>Balance presented in non-current liabilities</b>	<b>10,984</b>	<b>12,280</b>	<b>43,793</b>	<b>48,195</b>
Short-term borrowings	12,900	31,150	93,329	94,539
Long-term borrowings — current portion	—	1,166	1,931	1,890
<b>Balance presented in current liabilities</b>	<b>12,900</b>	<b>32,316</b>	<b>95,260</b>	<b>96,429</b>
<b>Total</b>	<b>23,884</b>	<b>44,596</b>	<b>139,053</b>	<b>144,624</b>

For details of our borrowings, see Note 21(a) of “Appendix I — Accountant’s Report.”

### Deferred Consideration Payables

Deferred consideration payables represent the outstanding cash consideration due to the Tower Asset Acquisitions. Pursuant to relevant agreements, we acquired Tower Assets by issuing shares and paying cash consideration. The total cash consideration was approximately RMB94,866 million.

We made the first cash payments of RMB10,966 million to China Mobile Company, China Unicom Corporation and CTC in February 2016. The remaining balance of RMB83,900 million would be settled before December 31, 2017. The unpaid balance, together with related input VAT, bears interest from November 1, 2015, at 90% of the financial institution’s one-year benchmark lending rate announced by the PBOC prevailing on the Acquisition Date.

In December 2017, we settled RMB70,939 million with China Mobile Company, China Unicom Corporation and CUC. The remaining consideration payables to CMCC of RMB12,961 million was further deferred and to be settled before December 31, 2018. Such balance bears an interest rate at the financial institution’s one-year benchmark lending rate announced by the PBOC.

### Asset-backed Notes

On December 14, 2016, we completed the issuance of asset-backed notes in China Interbank Bond Market. The issuance was RMB4,950 million and the interest rate was 2.86% per annum. The maturity period of the asset-backed notes is one year. We repaid the total principal and interest of the asset-backed notes in December 2017.

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## FINANCIAL INFORMATION

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### Indebtedness Statement

As of March 31, 2018, being the latest practicable date for the purpose of the indebtedness statement, our total borrowings from banks and other financial institutions amounted to RMB144,624 million, and deferred consideration payables (including VAT input) amounted to RMB15,737 million. As of the same date, all interest-bearing financial liabilities were denominated in Renminbi.

As of March 31, 2018, the latest date for determining our indebtedness, we had unutilized and unrestricted revolving bank credit facilities of RMB159,470 million.

Our Directors confirmed that there has not been any material increase in our indebtedness since March 31, 2018 to the date of this document. As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to obtain future financing, nor was there any material default on our indebtedness or breach of covenant during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, except for bank borrowings, we did not have plans for other material external debt financing.

### CONTINGENT LIABILITIES

As of March 31, 2018, being the latest practicable date for determining such information, we had no material contingent liabilities or guarantees. We are not currently involved in any significant litigation and we are not aware of any outstanding or threatened significant litigation. If we are involved in any such significant litigation which may incur a loss in an amount which can be reasonably estimated according to available information at that time, we will record the loss or contingent liability accordingly.

### CAPITAL EXPENDITURES AND COMMITMENTS

#### Capital Expenditures

Our capital expenditures primarily comprise expenditures on the Tower Asset Acquisitions, construction, augmentation, replacement and improvement of our sites and ancillary facilities. Capital expenditures represent the addition of our property, plant and equipment, land use right and software. During the Track Record Period, we funded our capital expenditures primarily through cash generated from operating activities, borrowings from banks and other financial institutions and capital contribution from shareholders. The following table sets out our capital expenditures for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
	(RMB million)		
New site construction and augmentation <sup>(1)</sup>	32,365	53,321	36,918
Ancillary facilities replacement and improvement <sup>(2)</sup>	1,019	7,447	5,779
Tower and shelter maintenance	2	310	410
Tower Asset Acquisitions	195,363	2,846	—
Others <sup>(3)</sup>	321	179	729
<b>Total</b>	<b>229,070</b>	<b>64,103</b>	<b>43,836</b>



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## **FINANCIAL INFORMATION**

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*Notes:*

- (1) Primarily include capital expenditures arising from the construction and augmentation of towers and DAS sites which were conducted to meet our customers' increasing demand.
- (2) Primarily include capital expenditures arising from the replacement and improvement of obsolete ancillary facilities or addition of new facilities, such as installation or change of smart FSUs, sensors, batteries and air conditioners.
- (3) Others primarily include capital expenditures related to office buildings, vehicles and software.

Our capital expenditures decreased by 31.6% from RMB64,103 million in 2016 to RMB43,836 million in 2017, primarily attributable to (i) a decrease in capital expenditures arising from new site construction and augmentation, and (ii) a decrease in the capital expenditures arising from ancillary facilities replacement and improvement. The former was due to a decrease in the number of site construction and augmentation projects in 2017 as compared to 2016. The latter was due to a significant decrease in the number of newly installed smart FSUs and sensors in 2017 as compared to 2016.

Our capital expenditures significantly decreased from RMB229,070 million in 2015 to RMB64,103 million in 2016, primarily due to the significant decrease in capital expenditures arising from the Tower Asset Acquisitions. Such decrease was partially offset by (i) an increase in capital expenditures arising from new site construction and augmentation, and (ii) an increase in capital expenditures arising from ancillary facilities replacement and improvement. To better adapt to our operation expansions, in 2016 we conducted more site construction and augmentation projects, and extensively improved the ancillary facilities of the acquired sites, such as installation or change of batteries, smart FSUs and sensors.

We expect to incur approximately RMB34 billion in capital expenditures in 2018, primarily related to the constructions, augmentation, improvement and maintenance of our sites. We plan to fund our planned capital expenditures through cash flows from operating activities, borrowings from banks and other financial institutions, and debt and equity financing.

## FINANCIAL INFORMATION

### Capital Commitments

Our capital commitments are primarily related to the construction of buildings which had been authorized but not contracted, as well as those had been authorized and contracted. The following table sets out our capital commitments as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
<b>Authorized but not contracted for:</b>			
No later than one year	—	176	2,231
Later than one year and no later than five years	—	—	—
<b>Total</b>	<b>—</b>	<b>176</b>	<b>2,231</b>
<b>Authorized and contracted for:</b>			
No later than one year	—	—	446
Later than one year and no later than five years	—	—	—
<b>Total</b>	<b>—</b>	<b>—</b>	<b>446</b>

### Operating Lease Commitments

#### *As lessee*

We lease office premises and site properties for telecommunications towers under non-cancellable operating lease agreements. Generally, the vast majority of our lease agreements are renewable at the end of the term at market rate.

The following table sets out our future aggregate minimum lease payments under non-cancellable operating leases of office premises and site properties which fall due as of the dates indicated:

	As of December 31,		
	2015	2016	2017
	(RMB million)		
No later than one year	5,791	6,148	5,539
Later than one year and no later than five years	8,621	10,428	9,456
Later than five years	6,559	5,931	4,999
<b>Total</b>	<b>20,971</b>	<b>22,507</b>	<b>19,994</b>

#### *As lessor*

As of December 31 2015, 2016 and 2017, our future aggregate minimum lease receipts under non-cancellable operating leases during the leasing period (five years) were RMB212,622 million and RMB223,051 million and RMB286,165 million, respectively.

## **FINANCIAL INFORMATION**

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### **DIVIDEND**

During the Track Record Period, we did not declare or distribute any dividend.

We may declare and pay dividends by way of cash or by other means that we consider appropriate in the future. Distribution of dividends will be decided by our Board at their discretion and will be subject to shareholders’ approval. A decision to declare or to pay any dividends in the future, and the amount of any dividends, will depend on, among other things, our results of operations, cash flows and financial condition, operating and capital expenditure requirements, distributable profits as determined under PRC GAAP or IFRSs (whichever is lower), our Articles of Association, the PRC Company Law and any other applicable PRC law and regulations and other factors that our Directors may consider relevant. In any event, we will pay dividends out of our profit after tax only after we have made the following allocations:

- recovery of accumulated losses, if any;
- allocation to the statutory common reserve fund an amount of no less than 10% of our profit after tax, as determined under PRC GAAP; and
- allocation, if any, to a discretionary common reserve fund an amount approved by the shareholders in a shareholders’ meeting.

The minimum allocation to the statutory common reserve fund is 10% of our profit after tax, as determined under PRC GAAP. When the statutory common reserve fund reaches and is maintained at or above 50% of our registered capital, no further allocation to this statutory common reserve fund will be required. In accordance with our Articles of Association, after completion of the [REDACTED], dividends may be paid only out of distributable profits as determined under PRC GAAP or IFRSs, whichever is lower. Any distributable profits that are not distributed in any given year will be retained and become available for distribution in subsequent years. There is, however, no assurance that we will be able to declare dividends of such an amount or any amount each year or in any year.

### **DISTRIBUTABLE RESERVES**

Pursuant to our Articles of Association, following the Listing Rules, the amount of our retained profits available for distribution shall be the lower of the amount determined under PRC GAAP and that determined under IFRSs. As of December 31, 2017, we did not have any distributable reserves determined under PRC GAAP and IFRSs.

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## FINANCIAL INFORMATION

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### KEY FINANCIAL MEASURES

The following table sets out certain of our key financial measures during the Track Record Period:

	Year Ended December 31,		
	2015	2016	2017
EBITDA margin (%) <sup>(1)</sup>	N/M	58.3%	58.8%
Trade receivables turnover days	N/M	66	58
	As of December 31,		
	2015	2016	2017
Current ratio (times) <sup>(2)</sup>	0.8	0.2	0.2
Gearing ratio (%) <sup>(3)</sup>	45.4%	49.4%	53.8%

*Notes:*

- (1) EBITDA margin is calculated by dividing EBITDA (namely operating profit/loss before depreciation and amortization) by operating revenue, and multiplying the resulting value by 100%.
- (2) Current ratio is calculated by dividing total current assets by total current liabilities.
- (3) Gearing ratio is calculated by dividing net interest-bearing liabilities (total interest bearing liabilities net of cash and cash equivalents) by the sum of total equity and net interest-bearing liabilities, and multiplying the resulting value by 100%.

### EBITDA Margin

For discussions of EBITDA margin, see “ — *Results of Operations — Operating profit/loss.*”

### Trade Receivables Turnover Days

For discussions of trade receivables turnover days, see “ — *Selected Balance Sheet Items — Net current assets/liabilities — Trade and other receivables.*”

### Current Ratio

Our current ratio remained relatively stable at 0.2 times as of December 31, 2016 and 2017.

Our current ratio decreased from 0.8 times as of December 31, 2015, to 0.2 times as of December 31, 2016, primarily due to the significant increase in accounts payable, short term borrowings and current portion of long-term borrowings, which resulted in an increase in current liabilities whereas our current assets remained relatively stable.

## **FINANCIAL INFORMATION**

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### **Gearing Ratio**

Our gearing ratio increased from 49.4% as of December 31, 2016, to 53.8% as of December 31, 2017, primarily attributable to increased interest-bearing borrowings due to the new bank borrowings obtained in 2017.

Our gearing ratio increased from 45.4% as of December 31, 2015, to 49.4% as of December 31, 2016, primarily attributable to increased interest-bearing borrowings due to the new bank borrowings obtained in 2016.

### **DISCLOSURE ABOUT FINANCIAL RISK**

#### **Interest Rate Risk**

Our interest rate risk arises from long-term interest-bearing liabilities. Borrowings obtained at floating rates expose us to cash flow interest rate risk, which is partially offset by cash at banks held at variable rates. Borrowings obtained at fixed rates expose us to fair value interest rate risk. As of December 31, 2017, our borrowings at floating rate are denominated in Renminbi.

We analyze our interest rate risk exposure on a dynamic basis. Various scenarios are simulated taking into consideration of refinancing, renewal of existing positions, and alternative financing. Based on these scenarios, we calculate the impact on profit and loss of a defined interest rate shift applicable to us. The scenarios are run only for liabilities that represent the major interest-bearing positions.

Based on the prevailing market conditions, we would determine an appropriate level of exposure arising from cash flow interest rate risk and fair value interest rate risk, and according to which adjust the levels of borrowings at floating rates and fixed rates, depending on the assessment of the interest exposure. As of December 31, 2015, 2016 and 2017, our long-term bank borrowings at floating rates were nil, nil and RMB35,200 million, respectively, and all other borrowings are at fixed rates.

For the purpose of reducing interest rate exposure, we may enter fixed-to-floating interest rate swap arrangement. During the Track Record Period, we had no position in interest rate swap. For the year ended December 31, 2017, based on the simulations performed, assuming interest rates increase/decrease by 100 basis points, our profit for the year will decrease/increase by RMB2.3 million due from long-term borrowings at floating rates. In 2015 and 2016, we did not have any long-term borrowings at floating rates.

#### **Credit Risk**

Credit risk is managed by sources, such as cash at banks, deposits with banks and other financial institutions, as well as credit exposures to customers and other debtors, including outstanding receivables and committed transactions.

## **FINANCIAL INFORMATION**

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Since bank deposits are mainly placed with state-owned banks and other large-scale listed financial institutions, we consider that there is no material credit risk regarding the deposits with banks and other financial institutions.

As for trade and other receivables, we have credit policy to monitor the level of credit risk. In general, the credit record and credit period for each customer or debtor are regularly assessed, based on the customer’s or debtor’s financial condition, their capacity to obtain guarantee from third parties, their credit records and other factors such as current market condition. We are sensitive to changes in the creditworthiness and financial strength of our main customers due to the importance of these key customers to the overall revenue.

Given our business nature, we have significant concentration of credit risk, since there are significant trade receivables due from the Big Three TSPs. As of December 31, 2015, 2016 and 2017, our trade receivables balances due from the Big Three TSPs were 100%, 99.8% and 99.4% of our total trade receivables balances, respectively. To mitigate this credit risk, we timely monitor our receivable balances and all bills should be paid within one to three months as agreed with the Big Three TSPs. Due to sound credit record and business goodwill, the credit risks of these three customers are assessed as low. For other customers, we regularly monitor their credit records and take the necessary actions to reduce and control the overall credit risk, such as sending written notice for payment, getting payment guarantee and shortening or cancelling credit period.

During the Track Record Periods, no credit limits were exceeded and no uncollectible receivables were identified.

### **Liquidity Risk**

Prudent liquidity risk management includes maintaining sufficient cash and ensuring the availability of funds. Given our business nature, our policy is to maintain flexibility in funding through having adequate amount of cash and cash equivalents, utilizing different sources of financing, and maintaining the availability of committed credit facilities.

We invest surplus cash in short-term time deposits, choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient headroom. As of December 31, 2015, 2016 and 2017, our cash and cash equivalents were RMB13,653 million, RMB17,249 million and RMB7,852 million, respectively. In addition, we consider that we have adequate liquidity and access to medium and long-term financings that enable us to meet working capital requirements and commitments for future capital expenditures.

We monitor rolling forecasts of our liquidity requirements to ensure it has sufficient cash and cash equivalents to meet operational needs and capital expenditure requirements, while maintaining sufficient headroom on our undrawn committed banking facilities. Such forecasting takes into consideration of our debt financing plans, covenant compliance (where applicable) and the economic environment.

## FINANCIAL INFORMATION

The following table sets out the remaining contractual maturities at the balance sheet date of our financial liabilities, which are based on the undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on prevailing rates at the balance sheet date) and the earliest date we would be required to repay:

	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Between one and two years	Between two and five years	Over five years
(RMB million)						
<b>At December 31, 2015</b>						
Borrowings	23,884	27,407	13,513	1,344	4,336	8,214
Accounts payable and other payables excluding non-financial liabilities	22,605	22,605	22,605	—	—	—
Deferred consideration payables	94,299	102,093	14,862	87,231	—	—
<b>Total</b>	<b><u>140,788</u></b>	<b><u>152,105</u></b>	<b><u>50,980</u></b>	<b><u>88,575</u></b>	<b><u>4,336</u></b>	<b><u>8,214</u></b>
<b>At December 31, 2016</b>						
Borrowings	44,596	46,516	33,814	1,366	4,576	6,760
Accounts payable and other payables excluding non-financial liabilities	42,928	42,928	42,928	—	—	—
Asset-backed notes	4,937	5,092	5,092	—	—	—
Deferred consideration payables	90,499	94,246	94,246	—	—	—
<b>Total</b>	<b><u>182,960</u></b>	<b><u>188,782</u></b>	<b><u>176,080</u></b>	<b><u>1,366</u></b>	<b><u>4,576</u></b>	<b><u>6,760</u></b>
<b>At December 31, 2017</b>						
Borrowings	139,053	149,581	98,511	13,129	31,621	6,320
Accounts payable and other payables excluding non-financial liabilities	36,240	36,240	36,240	—	—	—
Deferred consideration payables	17,252	17,927	17,927	—	—	—
<b>Total</b>	<b><u>192,545</u></b>	<b><u>203,748</u></b>	<b><u>152,678</u></b>	<b><u>13,129</u></b>	<b><u>31,621</u></b>	<b><u>6,320</u></b>

### OFF-BALANCE SHEET ARRANGEMENTS

We have not entered into, nor do we expect to enter into, any off-balance sheet arrangements. We also have not entered into any financial guarantees or other commitments to guarantee the payment obligations of third parties. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as owners' equity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing or hedging or research and development services with us.

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## **FINANCIAL INFORMATION**

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### **DISCLOSURE REQUIRED UNDER THE HONG KONG LISTING RULES**

Except as otherwise disclosed in this document, our Directors confirm that, as of the Latest Practicable Date, they were not aware of any circumstances that would give rise to a disclosure requirement under Rules 13.13 to Rules 13.19 of the Hong Kong Listing Rules.

### **RELATED-PARTY TRANSACTIONS**

We enter into transactions with our related parties from time to time. For our material related-party transactions and balances with related parties, see Note 29 of “*Appendix I — Accountant’s Report.*”

As of December 31, 2017, all of our balances with related parties were trade in nature, except for the (i) deferred consideration payables and (ii) short-term borrowings from related parties. We obtained short-term borrowings from CMCC Group. These borrowings are unsecured, with interest rates determined by benchmarking to the financial institution’s one-year lending rate announced by the PBOC. These short-term borrowings have a maturity period of three to 12 months. As of December 31, 2015, 2016 and 2017, balances of short-term borrowings due to CMCC Group were RMB3,000 million, RMB4,650 million and RMB19,309 million, respectively.

Our Directors believe that each of the related-party transactions set out in Note 29 in the Accountant’s Report set out in Appendix I to this document was conducted in the ordinary course of business at arm’s length between the relevant parties and was entered into on normal commercial terms. Our Directors are also of the view that our related-party transactions during the Track Record Period would not distort our track record results or make our historical results not indicative of our future performance.

### **DIRECTORS’ CONFIRMATION ON NO MATERIAL ADVERSE CHANGE**

Our Directors confirm that they have performed sufficient due diligence on our Company to ensure that, up to the date of this document there has been no material adverse change in our financial or prospects since December 31, 2017 (the date of the latest audited financial information of the Company), and except for the information disclosed in “*Recent Development*” of this section, there has been no event since December 31, 2017, which would materially affect the information shown in the Accountant’s Report set out in Appendix I to this document.

### **UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS**

The following is an illustrative and unaudited pro forma statement of adjusted net tangible assets of the Company which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the [REDACTED] on the net tangible assets of the Company attributable to owners of the Company as at December 31, 2017 as if the [REDACTED] had taken place on that date.



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**FINANCIAL INFORMATION**

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This unaudited [REDACTED] adjusted net tangible assets of the Company has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the net tangible assets of the Company had the [REDACTED] been completed as of December 31, 2017 or at any future date.

	Audited net tangible assets of the Company attributable to owners of the Company as of December 31, 2017	Estimated net proceeds from the [REDACTED]	Unaudited [REDACTED] adjusted net tangible assets attributable to owners of the Company as of December 31, 2017	Unaudited [REDACTED] adjusted net tangible assets per Share	
	Note 1	Note 2		Note 3	Note 4
	RMB million	RMB million	RMB million	RMB	HK\$
Based on an [REDACTED] of [REDACTED] per H Share	127,373	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of [REDACTED] per H Share	127,373	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

*Notes:*

- (1) The audited net tangible assets attributable to owners of the Company as of December 31, 2017 is extracted from the Accountant’s Report set out in Appendix I to this document, which is based on the audited net assets of the Company attributable to owners of the Company as of December 31, 2017 of RMB127,495 million, with adjustments for intangible assets as of December 31, 2017 of RMB122 million, which mainly represented the purchased software.
- (2) The estimated net proceeds from the [REDACTED] are based on the indicative [REDACTED] of [REDACTED] per H Share after deduction of the estimated [REDACTED] and other related expenses payable by us, and takes no account of any shares which may be issued upon the exercise of the [REDACTED].
- (3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] were in issue assuming that the [REDACTED] has been completed on December 31, 2017, but takes no account of any shares which may be issued upon the exercise of the [REDACTED].
- (4) For the purpose of this unaudited pro forma statement of adjusted net tangible assets, the balance stated in Renminbi are converted into Hong Kong dollars at the rate of [REDACTED]. No representation is made that Renminbi amounts have been, could have been or may be converted into Hong Kong dollars, or vice versa, at that rate.

Save as disclosed above, no adjustment has been made to the unaudited [REDACTED] adjusted net tangible assets to reflect any trading results or other transactions of the Company entered into subsequent to December 31, 2017.

**FINANCIAL INFORMATION**

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[REDACTED]

**RECENT DEVELOPMENT**

**Pricing Adjustment**

In early 2018, after negotiations on arm’s length basis, we entered into a Supplemental Agreement to the Commercial Pricing Agreement with each of the China Mobile Company, China Unicom Corporation and China Telecom to amend certain pricing terms of the previous Commercial Pricing Agreements. The key amendments are the reduction of cost margin and increase of co-location discount rates for tower business. The Supplemental Agreements to the Commercial Pricing Agreements have a term of five years and expire on December 31, 2022. Should the above pricing term changes went effective on January 1, 2017, with other billing arrangements remaining unchanged, the operating revenue of our tower business would have decreased from RMB67,085 million to RMB62,986 million for the year ended December 31, 2017.

**Change of Estimated Useful Life of Self-built Ground Towers**

Taking into account the technological improvement, such as the 5G standard implementation, the favorable government policies related to site protection as well as quality and features of the towers, the estimated useful life of self-built ground towers (excluding the towers acquired in the Tower Asset Acquisitions) was adjusted from ten years to 20 years, starting from January 1, 2018. We accounted for this change of accounting estimates prospectively. Should the above estimated useful life of self-built ground towers were changed since January 1, 2017, the depreciation expenses of our self-built ground towers would have decreased from RMB3,878 million to RMB1,865 million for the year ended December 31, 2017.

## FINANCIAL INFORMATION

### Illustrative Financial Information

Based on the adjusted pricing and changes of estimated useful lives of self-built ground towers, assuming all other terms remaining unchanged, we calculated certain important illustrative financial data for 2017 for illustration purposes. Such information is aimed to assist better evaluation of the impact of pricing and depreciation on our financial performance. These measures are not prepared under the IFRSs, and are based on several assumptions, thus you should not regard it as an independent analysis or an alternative to analysis of the results of operations based on IFRSs. In any event, you should consider carefully the importance placed on such information. For disclosures of events after the reporting period in respect of adjusted pricing and change of estimated useful life of self-built ground towers, see Note 30 of “Appendix I — Accountant’s Report.”

The following table sets out some historical financial information and the illustrative financial information for the year indicated:

	Year Ended December 31, 2017	
	Historical financials	Illustrative financials
		(Unaudited)
		(RMB million)
Operating revenue <sup>(1)</sup>	68,665	64,566
Tower business	67,085	62,986
Operating expenses <sup>(2)</sup>	(60,950)	(58,937)
Depreciation and amortization	(32,642)	(30,629)
Depreciation of self-built ground towers	(3,878)	(1,865)
Depreciation and amortization of other assets	(28,764)	(28,764)
Operating profits <sup>(3)</sup>	7,715	5,629
Profit before taxation <sup>(4)</sup>	2,685	599
Income tax expenses <sup>(5)</sup>	(742)	(150)
Profit for the year <sup>(6)</sup>	1,943	449
EBITDA <sup>(7)</sup>	40,357	36,258

*Notes:*

- (1) Illustrative operating revenue is only affected by the adjusted pricing formula to tower business. We calculated the illustrative revenue from tower business based on the adjusted pricing formula, assuming other billing arrangements affecting our tower business in 2017 unchanged. Illustrative operating revenue is calculated by combining the illustrative revenue from tower business with revenue from non-tower business.

In early 2018, after negotiations on arm’s length basis, we entered into a Supplemental Agreement to the Commercial Pricing Agreement with each of the China Mobile Company, China Unicom Corporation and China Telecom to amend certain pricing terms of the previous Commercial Pricing Agreements. The key amendments are the reduction of cost margin and increase of co-location discount rates for tower business. The Supplemental Agreements to the Commercial Pricing Agreements have a term of five years and expire on December 31, 2022. Should the above pricing term changes went effective on January 1, 2017, with other billing arrangements remaining unchanged, the operating revenue of our tower business for 2017 would have been RMB4,099 million lower.

## **FINANCIAL INFORMATION**

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- (2) We calculated the illustrative depreciation expense of self-built ground towers, which is a component of illustrative operating expenses, under the assumption that the adjusted estimated useful life for self-built ground towers had been changed since January 1, 2017, and accounted for this change prospectively. The illustrative operating expenses comprise the illustrative depreciation expense for self-built ground towers, plus historical depreciation and amortization expenses (other than those for self-built ground towers), historical site operating lease charges, repairs and maintenance, employee benefits and expenses, and other operating expenses.

Taking into account the technological improvement, such as the 5G standard implementation, the favorable government policies related to site protection as well as quality and features of the towers, the estimated useful life of self-built ground towers (excluding the towers acquired in the Tower Asset Acquisitions) was adjusted from ten years to 20 years, starting from January 1, 2018. We accounted for this change of accounting estimates prospectively. Should the above estimated useful life of self-built ground towers were changed since January 1, 2017, the depreciation expenses of our self-built ground towers for 2017 would have been RMB2,013 million lower.

- (3) Illustrative operating profits are calculated by subtracting illustrative operating expenses from illustrative operating revenue.
- (4) Illustrative profit before taxation is the sum of illustrative operating profits and the historical figures of other gains, interest income and financial costs for 2017.
- (5) Illustrative income tax expenses are calculated by using illustrative profit before taxation and the statutory rate of 25%.
- (6) Illustrative profit for the year is calculated by subtracting illustrative income tax expenses from illustrative profit before taxation.
- (7) Illustrative EBITDA is illustrative operating profits with illustrative depreciation and amortization added back. EBITDA is not an IFRSs measure, see “ — *Non-IFRSs Financial Measures.*”

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**FUTURE PLANS AND USE OF [REDACTED]**

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**FUTURE PLANS**

For a detailed description of our future plans, see “*Business — Business Strategies.*”

**[REDACTED]**

**[REDACTED]**

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**[REDACTED]**

[●]

**[REDACTED]**

This document is published solely in connection with the [REDACTED]. The [REDACTED] is fully [REDACTED] by the [REDACTED] on a conditional basis on the terms and conditions set out in this document, the [REDACTED] relating thereto and the [REDACTED]. The [REDACTED] is expected to be fully [REDACTED] by the [REDACTED]. If, for any reason, the [REDACTED] is not agreed between the [REDACTED] (on behalf of, among others, the [REDACTED] and the [REDACTED]) and us on or before [●], [●], 2018, the [REDACTED] will lapse.

The [REDACTED] comprises the [REDACTED] of initially [●] Hong Kong [REDACTED] and the [REDACTED] of initially [●] International [REDACTED], subject, in each case, to [REDACTED] on the basis as described in the section headed “Structure of the [REDACTED]” in this document as well as to the [REDACTED].

## **[REDACTED] ARRANGEMENTS AND EXPENSES**

**The [REDACTED]**

*[REDACTED]*

Pursuant to the [REDACTED], we are [REDACTED] Hong Kong [REDACTED] for [REDACTED] by the public in Hong Kong in accordance with the terms and conditions of this document and the [REDACTED] relating thereto.

Subject to (i) the [REDACTED] granting [REDACTED] of, and permission to [REDACTED], the [REDACTED] to be [REDACTED] as mentioned in this document pursuant to the [REDACTED] (including any additional [REDACTED] that may be [REDACTED] pursuant to the exercise of the [REDACTED]) and (ii) certain other conditions set out in the [REDACTED] (including, among others, the [REDACTED] (on behalf of, among others, the [REDACTED] and the [REDACTED]) and us agreeing upon the [REDACTED]), the [REDACTED] have agreed severally and not jointly to subscribe or procure [REDACTED] for their respective applicable proportions of the Hong Kong [REDACTED] now being [REDACTED] which are not taken up under the [REDACTED] on the terms and conditions of this document and the [REDACTED] relating thereto and the [REDACTED].

The [REDACTED] is conditional on and subject to, among others, the [REDACTED] having been signed and becoming unconditional and not having been terminated in accordance with its terms.

**[REDACTED]**

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*[REDACTED]*

**[REDACTED]**

---

*[REDACTED]*



**[REDACTED]**

---

*[REDACTED]*

[REDACTED]

---

[REDACTED]

*Undertakings pursuant to the Listing Rules and the [REDACTED]*

[REDACTED]

[REDACTED]

**[REDACTED]**

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[REDACTED]

[REDACTED]

---

[REDACTED]

[REDACTED]

The [REDACTED]

*[REDACTED]*

In connection with the [REDACTED], it is expected that we will enter into the [REDACTED] with, among others, the [REDACTED]. Under the [REDACTED], subject to the conditions set out therein, it is expected that the [REDACTED] would, severally and not jointly, agree to procure [REDACTED] for, or to [REDACTED], [REDACTED] being [REDACTED] pursuant to the [REDACTED] (excluding, for the avoidance of doubt, the [REDACTED] which are subject to the [REDACTED]). It is expected that the [REDACTED] may be terminated on similar grounds as the [REDACTED]. Potential investors are reminded that in the event that the [REDACTED] is not entered into, the [REDACTED] will not proceed.

*[REDACTED]*

We expect to grant to the [REDACTED], exercisable by the [REDACTED] (on behalf of the [REDACTED]), the [REDACTED], which will be exercisable from the date of the [REDACTED] until 30 days after the last day for the lodging of [REDACTED] under the [REDACTED], to require the Company to [REDACTED] up to an aggregate of [●] H Shares, representing no more than [REDACTED]% of the initial [REDACTED], at the same price per [REDACTED] under the [REDACTED].

[REDACTED]

**[REDACTED]**

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For [REDACTED] Hong Kong [REDACTED] reallocated to the [REDACTED], we will pay the [REDACTED] attributable to such reallocated Hong Kong [REDACTED] to the [REDACTED] and the relevant [REDACTED] (but not the [REDACTED]). The [REDACTED] commission was determined between the Company and the [REDACTED] after arm’s length negotiations with reference to current market conditions.

[REDACTED]

### **Joint Sponsors’ Fee**

An amount of RMB100,000 is payable by the Company as sponsor fees to each of the Joint Sponsors, totaling an amount of RMB200,000.

**[REDACTED]**

**[REDACTED]**

### **INDEPENDENCE OF THE JOINT SPONSORS**

Each of the Joint sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

**[REDACTED]**

**[REDACTED]**

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[REDACTED]

**STUCTURE OF THE [REDACTED]**

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[REDACTED]

**STUCTURE OF THE [REDACTED]**

---

[REDACTED]



**STUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STUCTURE OF THE [REDACTED]**

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[REDACTED]

**STUCTURE OF THE [REDACTED]**

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[REDACTED]

**STUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STUCTURE OF THE [REDACTED]**

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[REDACTED]

**STUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STUCTURE OF THE [REDACTED]**

---

[REDACTED]



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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]



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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]



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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

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**HOW TO APPLY FOR THE HONG KONG [REDACTED]**

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[REDACTED]

*The following is the text of a report set out on pages I-1 to I-64, received from the Company’s reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. It is prepared and addressed to the directors of the Company and to the Joint Sponsors pursuant to the requirements of HKSIR 200 Accountants’ Reports on Historical Financial Information in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants.*

**[Letterhead of PricewaterhouseCoopers]**

**[Draft]**

**ACCOUNTANT’S REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF CHINA TOWER CORPORATION LIMITED AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED AND GOLDMAN SACHS (ASIA) L.L.C.**

**Introduction**

We report on the historical financial information of China Tower Corporation Limited (中國鐵塔股份有限公司) (the “Company”) set out on pages I-3 to I-64, which comprises the Company’s balance sheets as at 31 December 2015, 2016 and 2017, and the statements of comprehensive income, the statements of changes in equity and the statements of cash flows for each of the years then ended (the “Track Record Period”) and a summary of significant accounting policies and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-3 to I-64 forms an integral part of this report, which has been prepared for inclusion in the [REDACTED] of the Company dated [REDACTED] (the “[REDACTED]”) in connection with the [REDACTED] of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.

**Directors’ responsibility for the Historical Financial Information**

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

**Reporting accountant’s responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountant’s judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountant considers internal control relevant to the entity’s preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion the Historical Financial Information gives, for the purposes of the accountant’s report, a true and fair view of the financial position of the Company as at 31 December 2015, 2016, 2017 and of its financial performance and its cash flows for the Track Record Period in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

*Adjustments*

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

*Dividends*

We refer to Note 26 to the Historical Financial Information which states that no dividends have been paid by China Tower Corporation Limited during the Track Record Period.

PricewaterhouseCoopers  
Certified Public Accountants  
Hong Kong  
[Date]

**I HISTORICAL FINANCIAL INFORMATION OF THE COMPANY**

**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountant’s report.

The financial statements of the Company for the Track Record Period, on which the Historical Financial Information is based, were audited by PricewaterhouseCoopers in accordance with International Standards on Auditing issued by the International Auditing and Assurance Standards Board (“Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest million (“RMB million”) except when otherwise indicated.



**APPENDIX I**

**ACCOUNTANT’S REPORT**

**Statements of comprehensive income**

	Note	Year ended December 31		
		2015	2016	2017
		RMB million	RMB million	RMB million
<b>Operating revenue</b>	6	8,802	55,997	68,665
<b>Operating expenses</b>				
Depreciation and amortisation		(5,138)	(27,585)	(32,642)
Site operating lease charges		(1,856)	(9,121)	(11,336)
Repairs and maintenance		(1,387)	(5,750)	(6,156)
Employee benefits and expenses	7	(2,840)	(3,743)	(4,229)
Other operating expenses	8	(1,742)	(4,728)	(6,587)
		(12,963)	(50,927)	(60,950)
<b>Operating (loss)/profit</b>		<u>(4,161)</u>	<u>5,070</u>	<u>7,715</u>
Other gains		18	48	149
Interest income		144	65	104
Finance costs	9	(747)	(5,077)	(5,283)
<b>(Loss)/profit before taxation</b>		<u>(4,746)</u>	<u>106</u>	<u>2,685</u>
Income tax credits/(expenses)	10	<u>1,150</u>	<u>(30)</u>	<u>(742)</u>
<b>(Loss)/profit for the year</b>		<u><u>(3,596)</u></u>	<u><u>76</u></u>	<u><u>1,943</u></u>
<b>Other comprehensive income, net of tax</b>		<u>—</u>	<u>—</u>	<u>—</u>
<b>Total comprehensive (loss)/income for the year</b>		<u><u>(3,596)</u></u>	<u><u>76</u></u>	<u><u>1,943</u></u>
<b>Basic and diluted (loss)/earnings per share (in RMB Yuan)</b>				
Basic/diluted	11	<u>(0.1203)</u>	<u>0.0006</u>	<u>0.0150</u>

**APPENDIX I**

**ACCOUNTANT’S REPORT**

**Balance sheets**

	Note	As at December 31		
		2015	2016	2017
		RMB million	RMB million	RMB million
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	12	203,886	245,788	258,138
Construction in progress	13	19,807	13,592	10,930
Long-term prepayments	14	7,089	5,385	9,910
Deferred income tax assets	15	1,238	1,208	689
Other non-current assets	16	5	6,130	12,459
		<u>232,025</u>	<u>272,103</u>	<u>292,126</u>
<b>Current assets</b>				
Inventories		5	3	28
Trade and other receivables	17	20,537	15,789	15,262
Prepayments and other current assets	18	2,918	6,524	7,375
Cash and cash equivalents	19	13,653	17,249	7,852
		<u>37,113</u>	<u>39,565</u>	<u>30,517</u>
<b>Total assets</b>		<u><u>269,138</u></u>	<u><u>311,668</u></u>	<u><u>322,643</u></u>
<b>Equity and liabilities</b>				
<b>Equity attributable to owners of the Company</b>				
Share capital	20	129,345	129,345	129,345
Accumulated deficits		<u>(3,869)</u>	<u>(3,793)</u>	<u>(1,850)</u>
<b>Total equity</b>		<u>125,476</u>	<u>125,552</u>	<u>127,495</u>

APPENDIX I

ACCOUNTANT’S REPORT

Balance sheets — continued

	Note	As at December 31		
		2015	2016	2017
		RMB million	RMB million	RMB million
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Borrowings	21(a)	10,984	12,280	43,793
Deferred consideration payables	21(b)	83,333	—	—
Deferred revenue	22	2,218	2,268	1,314
		<u>96,535</u>	<u>14,548</u>	<u>45,107</u>
<b>Current liabilities</b>				
Borrowings	21(a)	12,900	32,316	95,260
Asset-backed notes	21(c)	—	4,937	—
Deferred consideration payables - current portion	21(b)	10,966	90,499	17,252
Deferred revenue	22	—	34	29
Accounts payable	23	21,618	39,840	31,906
Accrued expenses and other payables	24	1,643	3,942	5,371
Current income tax payable		—	—	223
		<u>47,127</u>	<u>171,568</u>	<u>150,041</u>
<b>Total liabilities</b>		<u>143,662</u>	<u>186,116</u>	<u>195,148</u>
<b>Total equity and liabilities</b>		<u>269,138</u>	<u>311,668</u>	<u>322,643</u>

APPENDIX I

ACCOUNTANT’S REPORT

Statements of changes in equity

	Note	Attributable to owners of the Company		
		Share capital	Accumulated deficits	Total equity
		RMB million	RMB million	RMB million
<b>Balance at January 1, 2015</b>		<u>10,000</u>	<u>(273)</u>	<u>9,727</u>
Loss for the year		—	(3,596)	(3,596)
Other comprehensive income		—	—	—
<b>Total comprehensive income for the year</b>		—	(3,596)	(3,596)
Issue of ordinary shares	20	119,345	—	119,345
<b>Balance at December 31, 2015</b>		<u>129,345</u>	<u>(3,869)</u>	<u>125,476</u>
Profit for the year		—	76	76
Other comprehensive income		—	—	—
<b>Total comprehensive income for the year</b>		—	76	76
<b>Balance at December 31, 2016</b>		<u>129,345</u>	<u>(3,793)</u>	<u>125,552</u>
Profit for the year		—	1,943	1,943
Other comprehensive income		—	—	—
<b>Total comprehensive income for the year</b>		—	1,943	1,943
<b>Balance at December 31, 2017</b>		<u>129,345</u>	<u>(1,850)</u>	<u>127,495</u>

APPENDIX I

ACCOUNTANT’S REPORT

Statements of cash flows

	Note	Year ended December 31		
		2015	2016	2017
		RMB million	RMB million	RMB million
<b>Cash flows from operating activities</b>	25(a)			
Cash (used in)/generated from operations		(6,873)	27,529	34,831
Income tax paid		—	—	—
Interest income received		144	65	104
Net cash (used in)/generated from operating activities		<u>(6,729)</u>	<u>27,594</u>	<u>34,935</u>
<b>Cash flows from investing activities</b>				
Purchase of property, plant and equipment		(15,211)	(46,001)	(51,837)
Purchase of land use right and other non-current assets		(6)	(84)	(164)
Proceeds from disposal of property and equipment	25(b)	—	62	86
Net cash used in investing activities		<u>(15,217)</u>	<u>(46,023)</u>	<u>(51,915)</u>
<b>Cash flows from financing activities</b>	25(c)			
Capital contributions from the Company’s shareholders		—	10,727	—
Net proceeds from issuance of asset-backed notes		—	4,937	—
Proceeds from borrowings		26,375	41,675	131,479
Repayment of asset-backed notes		—	—	(4,950)
Repayments of borrowings		(300)	(20,887)	(37,973)
Payments of deferred consideration (including value-added tax) for acquisition of towers assets		—	(10,966)	(76,631)
Interest paid for interest-bearing liabilities		(68)	(3,461)	(4,342)
Net cash generated from financing activities		<u>26,007</u>	<u>22,025</u>	<u>7,583</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		4,061	3,596	(9,397)
Cash and cash equivalents at beginning of year		<u>9,592</u>	<u>13,653</u>	<u>17,249</u>
<b>Cash and cash equivalents at end of year</b>		<u><u>13,653</u></u>	<u><u>17,249</u></u>	<u><u>7,852</u></u>

*Significant non-cash transactions:*

In 2015, the Company issued new shares as part of the consideration for the acquisition of tower assets and related assets of RMB 108,618 million. The remaining consideration of approximately RMB 94,866 million as at 31 December 2015 was deferred and would be settled in cash subsequently, for detail, see Note 1.1.

The Company recorded accounts payables of approximately RMB 19,161 million, approximately RMB 35,049 million and approximately RMB 26,706 million to equipment and construction suppliers as at 31 December 2015, 2016 and 2017, respectively, for additions of construction in progress.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1 General information

China Tower Corporation Limited (中國鐵塔股份有限公司, the “Company”, previously named as 中國通信設施服務股份有限公司, changed to its present name in September 2014) was established by China Mobile Communications Company Limited (“China Mobile Company”), China United Network Communications Corporation Limited (“China Unicom Corporation”) and China Telecom Corporation Limited (“China Telecom”) (collectively the “Three Telecom Operators”) as a limited liability company under the Company Law of the PRC on 15 July 2014 (“date of establishment”) in Beijing, the People’s Republic of China (“PRC”), with a total registered capital of RMB 10,000 million. Upon its establishment, China Mobile Company, China Unicom Corporation and China Telecom subscribed for 4,000 million shares, 3,010 million shares and 2,990 million shares of the Company respectively, in cash at a par value of RMB1.00 per share, which accounted for 40%, 30.1% and 29.9% of equity interests in the Company respectively on the date of establishment.

The share capital of the Company was increased to RMB129,345 million, after an acquisition of certain telecommunications towers and related assets and contracts (collectively, referred to as the “Tower Assets”) from the Three Telecom Operators and new shares issuance to a new investor, China Reform Holdings Corporation Ltd. (“China Reform”) in 2015. China Mobile Company, China Unicom Corporation, China Telecom and China Reform, held 38.0%, 28.1%, 27.9% and 6.0% of the equity interests in the Company respectively (see Note 1.1) as of 31 December 2015.

The Company provides telecommunications tower infrastructure services in mainland China. The principal activities of the Company are the construction and operation of telecommunications towers, the provision of telecommunications tower site space (the “provision of Site Space”); the provision of maintenance services (“Maintenance services”) and power services (“Power services”); the provision of indoor distributed antenna systems (“DAS”) and other site application and information services. The provision of Site Space, the Maintenance services and the Power services for tower sites are collectively referred as to the Tower business. The Company’s headquarter is in Beijing, with 31 provincial branches operating across mainland China.

1.1 *Acquisition of the Tower Assets*

On 14 October 2015, the Company entered into a serial of agreements with the Three Telecom Operators, China Reform, and the Three Telecom Operators’ parent companies, i.e. China Mobile Communications Group Co., Ltd (“CMCC”), China United Network Communications Group Company Limited (“CUC”) and China Telecommunications Corporation (“CTC”), pursuant to which the Company (i) purchased Tower Assets from the Three Telecom Operators and their parent companies and (ii) issued new equity shares to China Reform and China Telecom in consideration of cash. The Company agreed to settle the consideration of the above asset acquisitions by way of issuing its equity shares to the Three Telecom Operators respectively, plus cash consideration. The consideration of Tower Assets was determined based on the appraised value and subject to adjustments in accordance with the terms of the aforementioned asset acquisition agreements.

The acquisitions of the Tower Assets was completed on 31 October 2015 (the “Completion Date”) and the total consideration was amounted to RMB203,484 million. The Company issued 108,618 million new shares at RMB 108,618 million to the Three Telecom Operators, as part of the consideration of the Tower Assets. The remaining consideration of RMB 94,866 million would be settled in cash, of which RMB10,966 million was paid in February 2016. The unpaid balance of RMB 83,900 million would be settled before 31 December 2017. The unpaid balance together with related input value-added tax bore interest from 1 November 2015 at 90% of the financial institution’s one year benchmark lending rate announced by the People’s Bank of China (“PBOC”) prevailing on the Completion Date of the transaction. In December 2017, the Company settled RMB70,939 million to China Mobile Company, China Unicom Corporation and CUC. The remaining consideration payable to CMCC of RMB12,961 million was further deferred and to be settled before 31 December 2018. Such balance bears interest that benchmarked the financial institution’s one-year lending rate announced by the PBOC.

Concurrently with the above acquisitions of Tower Assets, China Telecom and China Reform also subscribed for 10,727 million new shares of the Company at a cash consideration of RMB 10,727 million, which was settled in February 2016.

Upon the completion of the above acquisitions of Tower Assets and share subscriptions, the share capital of the Company increased to RMB129,345 million, of which China Mobile Company, China Unicom Corporation, China Telecom and China Reform, hold 38.0%, 28.1%, 27.9% and 6.0% of the equity interests in the Company respectively as of 31 December 2015.

Pursuant to the aforementioned acquisition agreements, the Three Telecom Operators were allowed to continuously use their Tower Assets transferred to the Company after the Completion Date. The Company and the Three Telecom Operators had mutual understanding of the major terms (including the pricing mechanism) of the Tower Assets usage, then the final framework arrangements (the “Commercial Pricing Agreement”) of the leasing of the Tower Assets and the provision of related services were signed in July 2016. In January 2018, certain terms of the Commercial Pricing Agreement were further revised and such revisions will be effective from 1 January 2018 onwards (see Note 30(a) for details).

CMCC together with China Mobile Company and all their subsidiaries are hereinafter referred to as “CMCC Group”; CUC together with China Unicom Corporation and all their subsidiaries are hereinafter referred to as “CUC Group”, and; CTC together with China Telecom and all their subsidiaries are hereinafter referred to as “CTC Group”. CMCC Group, CUC Group and CTC Group are all ultimately controlled by the PRC government.

All English names of the entities mentioned in Note 1 represent the best efforts by the directors of the Company in translating their Chinese names as they do not have official English names, and are for reference only.

## **2 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of the Historical Financial Information are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **2.1 Basis of preparation**

The Historical Financial Information of the Company has been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”) issued by International Accounting Standards Board (“IASB”). In preparing the Historical Financial Information, the Company has early adopted IFRS 9 Financial Instruments (“IFRS 9”) and IFRS 15 Revenue from Contracts with Customers (“IFRS 15”).

The Historical Financial Information has been prepared under the historical cost convention. For the Tower Assets acquired from the Three Telecom Operators and their parent companies, the Company uses the purchase considerations which were negotiated and agreed with these parties as the historical costs of these Tower Assets, such as telecommunications towers, ancillary facilities, equipment and devices.

The Historical Financial Information in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 4.

#### **2.1.1 Going concern**

At 31 December 2017, the Company’s current liabilities exceeded its current assets by RMB119,524 million (31 December 2016: RMB132,003 million; 31 December 2015: RMB10,014 million).

Given the current economic conditions and based on the Company’s future operating plans and the expected levels of capital expenditure, management has comprehensively considered the following available sources of funds:

- The Company’s continuous net cash inflows from operating activities;
- The available committed, unrestricted and unutilized revolving bank credit facilities of RMB169,580 million as at 31 December 2017; and
- Other available sources of financing from domestic banks and other financial institutions.



**APPENDIX I**

**ACCOUNTANT’S REPORT**

Based on management’s operating and financial plans, the directors of the Company are of the opinion that the Company has adequate funds to continue its operations and to repay its debts when they fall due, and thus concluded that the Company will be able to meet its obligations for the twelve months after 31 December 2017. Accordingly, the Historical Financial Information has been prepared on the basis that the Company will continue as a going concern.

*2.1.2 Standards and Interpretations in issue but not yet effective and not been early adopted*

Standards and interpretations relevant to the Company’s operation that have been issued but not yet effective and not been early adopted by the Company during the Track Record Period are as follows:

	<u>New standards, amendments and interpretations</u>	<u>Published date</u>	<u>Effective date</u>
IFRS 16	Leases	January 2016	Annual periods beginning on or after 1 January 2019
IFRS 2	Share based payments	June 2016	Annual periods beginning on or after 1 January 2018
IFRIC 23	Uncertainty over income tax treatments	June 2017	Annual periods beginning on or after 1 January 2019
IAS 40	‘Investment property’ relating to transfers of investment property	December 2016	Annual periods beginning on or after 1 January 2018, EU endorsement
IAS 19	‘Employee benefits’ on plan amendment, curtailment or settlement	February 2018	Annual periods beginning on or after 1 January 2019

None of these IFRS is expected to have a significant effect on the financial information of the Company, except for the following:

IFRS 16, ‘Leases’

For the lessee, under IAS 17 lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 now requires lessees to recognise a lease liability reflecting future lease payments and a right-of-use asset for virtually all lease contracts, unless the underlying asset is of low value or they are short-term leases, in the statement of balance sheets. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability in the statement of comprehensive income, and also classifies cash repayments of the lease liability into principal portion and an interest portion for presentation in the statement of cash flows.

Upon initial evaluation, given that the Company leases certain offices/buildings, site ground and other assets for time periods longer than a year, the application of IFRS 16 “Leases” in 2019 is expected to have impact on the Company’s financial statements to certain extent because the present values of lease liabilities and leased assets will be recorded on the balance sheet when the standard is applied.

At 31 December 2017, the balance of the future aggregate minimum lease payments under non-cancellable operating leases was RMB 19,994 million according to IAS 17. According to the new guidance, the Company expects a corresponding increase in its assets and liabilities. The prepayment of site or housing stated in “Long term prepayments” and “Prepayments and other current assets” will be reclassified to right-to-use assets according to IFRS 16. In addition, instead of recording related operating lease expense, the Company will recognize depreciation of right-to-use assets and unwinding of the liability in principal and interest components.

For the lessor, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17 except for definition of lease and accounting for sub-lease. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. The Company expects that, as a lessor, there will be no significant impact of the adoption of IFRS 16 on the financial information.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Company does not intend to adopt the standard before its effective date. The Company intends to apply the modified retrospective transition approach and will not restate comparative amounts for the year prior to first adoption. The Company has commenced a process to analyse the impact of IFRS 16 adoption on the main transactions performed to date, and to the possible types of transactions that are expected to arise in the coming years. The process mainly includes 1) Determination of what type of transaction and contract with customers/suppliers are or contain lease in accordance with IFRS 16; 2) Structure the methodology on the application of the judgements and the calculation of key data for the accounting treatment (such as interest rates to be used) under IFRS 16; and 3) Implementation and evaluation of the transition options based on results of the financial impact assessment. Up to now, the process has not been completed and expected to be finalised in the fourth quarter in 2018.

## **2.2 *Segment reporting***

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company’s executive director, senior management (two vice-presidents and the chief finance officer, the “CFO”).

## **2.3 *Business combination***

The Company applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Company recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation are measured at either fair value or the present ownership interests’ proportionate share in the recognised amounts of the acquiree’s identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer’s previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statements of comprehensive income.

The Company applies the pooling of interest method to account for business combinations under common control. A business combination under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Under the pooling of interest method, the assets acquired and liabilities assumed are measured based on their carrying amounts in the financial statements of the ultimate controlling party at the combination date. The difference between the carrying amount of the net assets acquired and the consideration paid for the combination (or the total face value of shares issued) is adjusted against the equity. Any cost directly attributable to the combination is recognised in profit or loss when incurred. The combination date is the date on which one combining entity obtains control of other combining entities.

#### **2.4 *Foreign currency translation***

##### **Functional and presentation currency**

Items included in the Historical Financial Information of the Company are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). The Historical Financial Information of the Company are presented in RMB, which is also the Company’s functional currency.

2.5 *Property and equipment*

The Company’s property and equipment are stated at historical cost less accumulated depreciation and impairment losses (Note 2.8). Historical cost comprises the purchase price and any directly attributable costs of bringing the asset to its working location and condition for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the profit and loss during the financial period in which they are incurred.

Depreciation is calculated to write off the cost of items of property and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	<u>Estimated residual value (%)</u>	<u>Estimated useful life</u>
- Buildings	3%	30 years
- Towers and ancillary facilities	0-3%	10-25 years
- Machinery and electronic devices	3%	5-7 years
- Office facilities and others	3%	5-6 years

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The Company has subsequently revised the estimated useful lives of self-built ground telecommunications towers (Note 30(b)).

An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposals are determined by comparing the net sales proceeds with the carrying amount and are recognized within “Other operating expenses” in the statement of comprehensive income.

2.6 *Construction-in-progress*

The Company’s construction-in-progress (“CIP”) represents buildings and equipment under construction and pending installation, and is stated at cost less accumulated impairment losses (Note 2.8). Costs include construction and acquisition costs, and interest charges arising from borrowings used to finance the assets during the construction period. No provision for depreciation is made on CIP until such time as the assets are completed and ready for its intended use. When the asset being constructed becomes available for use, the CIP is transferred to the appropriate category of assets.

**2.7 Long-term prepayments**

The Company’s long-term prepayments represent the prepayments for site ground lease and land use rights. Prepayments for site ground lease and land use rights are stated at cost initially and expensed on a straight-line basis over the lease period of sites (generally 3-10 years) or the land use right period (generally 10-30 years).

**2.8 Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**2.9 Financial assets**

**2.9.1 Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (“OCI”), or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Company’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

*2.9.2 Measurement*

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- **Fair value through other comprehensive income (“FVOCI”):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gain/losses, net. Interest income from these financial assets is included in the interest income using the effective interest rate method. Foreign exchange gains or losses and impairment gains or losses are presented in other gains or losses, net in the statement of comprehensive income.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of comprehensive income within other gains or losses, net in the period in which it arises.

## Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company’s management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Company’s right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of comprehensive income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### *2.9.3 Impairment*

The Company has types of financial assets subject to IFRS 9’s new expected credit loss model:

- trade receivables, and
- other receivables (including receivable from shareholders)

The Company assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Company determines whether there has been a significant increase in credit risk.

### *2.10 Inventories*

The Company’s inventories include operating supplies, spare parts and low-value consumables, which are stated at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the basis of specific identification method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs. No reversal of any write-down of inventories occurred during the years presented.

### *2.11 Trade and other receivables*

The Company’s trade receivables are amounts due from customers for the Tower business, DAS business, Trans-sector site application and information business and others arising from the ordinary courses of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.



Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. See Note 2.9.3 for the accounting policy of the Company’s impairment on financial assets.

### ***2.12 Cash and cash equivalents***

The Company’s cash and cash equivalents comprise cash at banks and on hand, short term demand deposits with banks, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

### ***2.13 Share capital***

The Company’s ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### ***2.14 Accounts payable and other payables***

The Company’s accounts payable and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Accounts payable and other payables are initially recognised at fair value and subsequently stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial.

### ***2.15 Borrowings, asset-backed notes and deferred consideration payables***

The Company’s borrowings and deferred consideration payables (Note 1.1) are recognised initially at fair value, net of transaction costs incurred. Borrowings and deferred consideration payables are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings and deferred consideration payables using the effective interest method.

For asset-backed notes, the Company securitizes the future cash flows stream arising from the Tower business revenue, through the transfer of the rights to those cash flow streams to securitization vehicles. The securitization vehicles then issue debt securities to third party investors, collateralized by the related future cash flow streams. These asset-backed notes issued by the securitization vehicles are nonrecourse to the Company and are payable only out of collections of the related cash flow streams. The asset-backed notes are accounted for as a financing type transaction and recorded as a liability in the Company’s balance sheets.



Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings, asset-backed notes and deferred consideration payables are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### **2.16 *Borrowing costs***

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Capitalisation of borrowing costs is suspended or ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

#### **2.17 *Current and deferred income tax***

The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### **(a) *Current income tax***

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in PRC where the Company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) *Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

(c) *Offsetting*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.18 *Employee benefits*

(a) *Short-term employee benefits*

Salaries and welfare

Liabilities for salaries and allowance, annual bonuses and paid annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees’ services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are included in accrued expenses and other payables in the balance sheet.

Medical insurance

The Company’s contributions to basic and supplementary medical insurances for its employees are expensed as incurred. The Company has no further payment obligations once the contributions have been paid.

Housing fund benefits

The Company’s contributions to the housing fund managed by the local government authorities whereby the Company are required to contribute to housing fund for its employees at fixed rates of the employees’ salary costs. The contributions to housing fund are expensed as incurred. The Company has no further payment obligations once the contributions have been paid.

(b) *Retirement benefit*

The employees of the Company in mainland China participate in the defined contribution pension schemes managed by the local government authorities whereby the Company is required to contribute to the schemes at fixed rates of the employees’ salary costs on a mandatory basis.

In addition to the local governmental defined contribution pension schemes, the employees of the Company also participate in a supplementary pension scheme launched by the Company managed by an independent insurance company whereby the Company is required to make contributions to the supplementary pension schemes at fixed rates of the employees’ salary costs or in accordance with the terms of the plan, on a contractual and voluntary basis.

The Company’s contributions to these plans mentioned above are charged to profit or loss when incurred. The Company has no further payment obligations once the contributions have been paid.

The Company has no other retirement and post-retirement benefits of employees during the Track Record Period.

(c) *Termination benefits*

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. For the Track Record Period, the Company does not have material termination benefits.

**2.19 Provisions**

Provisions for legal claims and other obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.20 *Revenue from contracts with customers*

The Company’s operating revenues arise primarily from the Tower business, the DAS business and the Trans-sector site application and information business. During the Track Record Period, the major customers and tenants of the Company are the Three Telecom Operators in mainland China, namely China Mobile Company, China Unicom Corporation and China Telecom. Other customers include other telecommunication service providers, wireless data providers, government agencies and other users in mainland China. The Tower business, the DAS business and the Trans-sector site application and information business that comprise multiple components are as below:

- Tower business - The Company’s Tower business includes macro cell business and small cell business to the Three Telecom Operators, both businesses comprise the following multiple components:

(i) *the provision of Site Space*

The Company provides towers and shelters or cabinets, and ancillary equipment to the Three Telecom Operators’ for installation of their telecommunications equipment.

(ii) *Maintenance services*

The maintenance services includes monitoring equipment operations, routine inspection, device breakdown handling, property upkeep, working environment protection and operation analysis. Through the maintenance services, the Company assists its customers to maintain continuous functioning of their equipment.

(iii) *Power services*

The Company provides power access, batteries or backup power generation to the Company’s customers’ telecommunications equipment. Utility electricity can be provided to the Company’s customers through the power access. In the event of a disruption in utility electricity, the Company provides backup power assurance from batteries. In addition, the Company generates power using gasoline or diesel generators to customers’ telecommunications equipment in case that both utility electricity is disrupted and the Company’s batteries are exhausted.

- DAS business

The Company provides DAS system to the Three Telecom Operators for connecting their telecommunication equipment, helping them to receive and send indoor mobile telecommunication network signals, and to enable mobile telecommunication network signals covering buildings, large venues and tunnels (i.e. subway, high-speed railways and highways).

- Trans-sector site application and information business

The Company provides various services to customers from different industries mainly based on its site resources as well as power supply, maintenance platform, data transmission network, apart from mounting various types of equipment for customers and maintaining their normal operation, to satisfy customers’ requirements of collecting, transmission or application of data information.

The Company entered into the Commercial Price Agreements and related individual site contracts with the Three Telecom Operators for the Tower business and DAS business. The agreements with the Three Telecom Operators consist of multiple components as stated above that are distinct and delivered separately. The total transaction price, as determined on a cost plus basis with adjustment for co-sharing, is allocated to the provision of Site Space, the Maintenance services, the Power services and the DAS services based on the relative stand-alone selling prices. The stand-alone selling prices are determined based on the expected cost plus margin approach.

The Company, as a lessor, accounts for the provision of Site Space as operating lease (see Note 4.2 for details), such revenue is recognised on a straight-line basis over the lease period. The Company recognises revenues for the Maintenance services, Power services, the DAS services and others when these services are rendered.

Contracts with customers other than the Three Telecom Operators generally include multiple components of services. The performance obligations are generally met over time in the same period and with the same pattern. Accordingly, they are accounted for as a single trans-sector site application and information services revenue and recognised when these services are rendered.

Amounts disclosed as operating revenue are net of returns, discount, valued-added taxes (“VAT”) of the PRC.

According to the prices stated in the contracts signed by the Company and its customers, the Company issues bills to its customers for the services rendered by the end of each month, and the bills are usually payable within 1-3 months. Accordingly, receivable is recorded and there is generally no contract assets or liabilities nor no significant financing component.

For the business involving third parties in providing services to the customers, since the Company has sole discretion in determining the pricing, takes full responsibility of these services provided to the customers, and also is responsible for the customers’ complaints and requests, the Company considers it control the specified services before their delivery to its customers and is a principal in the transactions. Accordingly, the Company recognises revenues under the business aforementioned based on the gross amount of services.

### **2.21 *Interest income***

Interest income is recognised as it accrues using the effective interest method.

### **2.22 *Leases***

#### *The Company as lessee*

As a lessee, the Company leases certain office premises, telecommunication tower site properties (the “Site Properties”) and equipment when during its operations. Leases of property and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease’s inception at the fair value of the leased property and equipment or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the asset’s useful life or over the shorter of the asset’s useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.

#### *The Company as lessor*

Lease revenue from operating leases, such as the revenue from the provision of Site Space, where the Company is a lessor is recognised in the statement of comprehensive income on a straight-line basis over the lease term with rentals payable monthly. Contingent rents are recognised as incurred. The respective leased assets are included in the balance sheet based on their nature.

### **2.23 *Government grants***

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred revenue and are credited to the statement of comprehensive income on a straight-line basis over the expected useful lives of the related assets.

#### **2.24 *Related parties***

According to International Accounting Standard 24 “Related Party Disclosures”, the definition of a related party includes the following persons and entities:

- (a) A person (or a close member of that person’s family) is related to the Company if the person:
  - (i) has control or joint control over the Company
  - (ii) has significant influence over the Company, or
  - (iii) is a member of the key management personnel of the Company, or of a parent of the Company.
- (b) The Company (A) is related to another entity (B) if:
  - (i) A and B are members of the same group (that is all entities within a group are related to each other)
  - (ii) A is an associate or joint venture of B. In this case A is related to all members of the group that B belongs to
  - (iii) A and B are joint ventures of the same third party, C
  - (iv) A is a joint venture of C and B is an associate of C (or vice versa)
  - (v) B is a post-employment benefit plan for the benefit of employees of A or an entity related to A. If A is itself a post-employment benefit plan, any sponsoring employers are also related to A
  - (vi) B is controlled or jointly controlled by a person identified in (a) above
  - (vii) a person who has control or joint control over A has significant influence over B or is a member of the key management personnel of B, or
  - (viii) B (or any member of the group of which B is a part) provides key management personnel services to A or A’s parent.

In this definition, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

### **2.25 *Dividend***

Dividend to the Company’s shareholders is recognised as a liability in the Company’s financial statements in the period in which the dividends are approved by the Company’s shareholders.

## **3 Financial risk management**

### **3.1 *Financial risk factors***

The Company’s activities expose it to a variety of financial risks: market risk (such as cash flow and fair value interest rate risk), credit risk and liquidity risk. The Company’s overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company’s financial performance.

Financial risk management is carried out by the Company’s headquarter financial department (“Finance Department”) under the policies approved by the board of directors. The Finance Department identifies and evaluates financial risks in close co-operation with the Company’s operating branches or units.

#### **(a) *Market risk***

##### **(i) Foreign exchange risk**

The Company’s operations are substantially located in the PRC mainland and transacted at RMB. As at 31 December 2015, 2016 and 2017, the Company has no material foreign currency assets, liabilities, and financial derivatives. As a result, there is no material foreign exchange risk.

##### **(ii) Interest rate risk**

The Company’s interest rate risk arises from long-term interest-bearing liabilities. Borrowings obtained at variable rates expose the Company to cash flow interest rate risk, which is partially offset by cash at banks held at variable rates. Borrowings obtained at fixed rates expose the Company to fair value interest rate risk. At 31 December 2017, the Company’s borrowings at floating rate are denominated in RMB.

The Company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, and alternative financing. Based on these scenarios, the Company calculates the impact on profit and loss of a defined interest rate shift applicable to the Company. The scenarios are run only for liabilities that represent the major interest-bearing positions.



Based on the prevailing market conditions, the Company would determine an appropriate level of exposure arising from cash flow interest rate risk and fair value interest rate risk. Then the Company adjusts the levels of borrowings at variable rates and fixed rates, depending on the assessment of the interest exposure. As at 31 December 2017, the Company’s long-term bank borrowings at variable rates amounted to RMB 35,200 million (31 December 2015 and 2016: Nil), and all other borrowings are at fixed rates.

For the purpose of reducing interest rate exposure, the Company may enter fixed-to-floating interest rate swap arrangement. During each of the years ended 31 December 2015, 2016 and 2017, the Company has no position in interest rate swap. For the year ended 31 December 2017, based on the simulations performed, assuming interest rates increase/decrease by 100 basis points, the Company’s profit for the year will decrease/increase by RMB 2.3 million (For the years ended 31 December 2015 and 2016, respectively: Nil) due from long-term borrowings at variable rates.

(b) *Credit risk*

Credit risk is managed by sources, including cash at banks, deposits with banks and other financial institutions, as well as credit exposures to customers and other debtors, including outstanding receivables and committed transactions.

Since bank deposits are mainly placed with state-owned banks and other large-scale listed financial institutions, the Company considers that there is no material credit risk regarding the deposits with banks and other financial institutions.

As for trade and other receivables, the Company has credit policy to monitor the level of credit risk. In general, the credit record and credit period for each customer or debtor are regularly assessed, based on the customer’s or debtor’s financial condition, their capacity to obtain guarantee from third parties, their credit records and other factors such as current market condition. The Company is sensitive to changes in the creditworthiness and financial strength of its main customers due to the importance of these key customers to the overall revenues.

Given the nature of the Company’s business, it has significant concentrations of credit risk, since there are significant trade receivable due from the Three Telecom Operators (the trade receivable balances due from the Three Telecom Operators were 100%, 99.8% and 99.4% of the Company’s total trade receivable balances at 31 December 2015, 2016 and 2017 respectively). To mitigate this credit risk, the Company timely monitors its receivable balances and all bills should be paid within one to three months that agreed with the Three Telecom Operators. Due to sound credit record and business goodwill, the credit risks of these three customers are assessed as low. For other third-party customers, the Company regularly monitors their credit records and takes the necessary actions to reduce and control the overall credit risk, such as sending written notice for payment, getting payment guarantee and shortening or cancelling credit period.

No credit limits were exceeded and no uncollectible receivables were identified during the Track Record Periods, and management does not expect any significant losses from non-performance by these counterparties.

(c) *Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and ensuring the availability of funds. Given the nature of the Company’s businesses, the policy of the Company’s Finance Department is to maintain flexibility in funding through having adequate amount of cash and cash equivalents, utilising different sources of financing, and maintaining the availability of committed, unrestricted and unutilized revolving bank credit facilities at its headquarter.

The Company invests surplus cash in short-term time deposits, choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room. As at 31 December 2015, 2016 and 2017, the Company holds cash and cash equivalents of RMB 13,653 million, RMB 17,249 million and RMB 7,852 million respectively to manage liquidity risk.

In addition, the Company considers that it has adequate liquidity and access to medium and long-term financings that enable the Company to meet working capital requirements and commitments for future capital expenditures.

The Finance Department monitors rolling forecasts of the Company’s liquidity requirements to ensure it has sufficient cash and cash equivalents to meet operational needs and capital expenditure requirements, while maintaining sufficient headroom on its undrawn, committed, unrestricted and revolving bank credit facilities (Note 2.1.1). Such forecasting takes into consideration the Company’s debt financing plans, covenant compliance (where applicable) and the economic environment.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

The following table sets out the remaining contractual maturities at the balance sheet date of the Company’s financial liabilities, which are based on the undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on prevailing rates at the balance sheet date) and the earliest date the Company would be required to repay:

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	RMB million	RMB million	RMB million	RMB million	RMB million	RMB million
<b>At 31 December 2015</b>						
Borrowings	23,884	27,407	13,513	1,344	4,336	8,214
Accounts payable and other payables excluding non-financial liabilities	22,605	22,605	22,605	—	—	—
Deferred consideration payables	94,299	102,093	14,862	87,231	—	—
	<u>140,788</u>	<u>152,105</u>	<u>50,980</u>	<u>88,575</u>	<u>4,336</u>	<u>8,214</u>
<b>At 31 December 2016</b>						
Borrowings	44,596	46,516	33,814	1,366	4,576	6,760
Accounts payable and other payables excluding non-financial liabilities	42,928	42,928	42,928	—	—	—
Asset-backed notes	4,937	5,092	5,092	—	—	—
Deferred consideration payables	90,499	94,246	94,246	—	—	—
	<u>182,960</u>	<u>188,782</u>	<u>176,080</u>	<u>1,366</u>	<u>4,576</u>	<u>6,760</u>
<b>At 31 December 2017</b>						
Borrowings	139,053	149,581	98,511	13,129	31,621	6,320
Accounts payable and other payables excluding non-financial liabilities	36,240	36,240	36,240	—	—	—
Deferred consideration payables	17,252	17,927	17,927	—	—	—
	<u>192,545</u>	<u>203,748</u>	<u>152,678</u>	<u>13,129</u>	<u>31,621</u>	<u>6,320</u>

**3.2 Capital management**

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with other telecom service providers, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total interest-bearing liabilities (including borrowings, asset-backed notes, and deferred consideration payables as shown in the balance sheet) less cash and cash equivalents. Total capital is calculated as ‘equity’ as shown in the balance sheet plus net debt.

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Total interest-bearing liabilities (Note 21)	118,183	140,032	156,305
Less: cash and cash equivalents (Note 19)	<u>(13,653)</u>	<u>(17,249)</u>	<u>(7,852)</u>
Net debt <sup>(1)</sup>	104,530	122,783	148,453
Total equity	<u>125,476</u>	<u>125,552</u>	<u>127,495</u>
Total capital <sup>(2)</sup>	<u>230,006</u>	<u>248,335</u>	<u>275,948</u>
<b>Gearing ratio<sup>(1)/(2)</sup></b>	<u>45.4%</u>	<u>49.4%</u>	<u>53.8%</u>

**3.3 Fair value estimation**

The Company’s financial instruments carried at fair value are analysed by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2015, 2016 and 2017, the Company has no financial assets and financial liabilities measured at fair value. The financial assets and financial liabilities that are not carrying at fair values mainly include trade and other receivables, accounts payable, other payables, deferred consideration payables, asset-backed notes and borrowings. The Company measures these financial assets and financial liabilities at amortised cost. As at 31 December 2015, 2016 and 2017, the Company considers that their carrying values approximate fair value due to the short maturity of the instruments and/or they are bearing interest at market rates.

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) *Estimated useful lives of property, plant and equipment*

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives. The Company reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives and residual values are determined based on the Company’s historical experience with similar assets, taking into account anticipated technological changes and other relevant factors that would affect their estimated useful lives. The depreciation expense for future periods would be adjusted if there are significant changes from previous estimates. The Company has subsequently revised the estimated useful lives of self-built ground telecommunications towers (Note 30(b)).

(b) *Taxation*

The Company is subject to income taxes in mainland China. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

For temporary differences which give rise to deferred tax assets, the Company assesses the likelihood that the deferred tax assets could be recovered. Deferred tax assets are recognized based on the Company’s estimates and assumptions that they will be recovered from taxable income arising from continuing operations in the foreseeable future.

(c) *Impairment of property, plant and equipment*

The Company’s property, plant and equipment comprise a significant portion of the Company’s total assets. Changes in technology, business or industry conditions may cause the estimated period of use or the value of these assets to change. Property, plant and equipment are reviewed at least annually to determine whether there is any indication of impairment.

The recoverable amount is estimated whenever events or changes in circumstances have indicated that their carrying amounts may not be recoverable. An impairment loss is recognised when the asset’s carrying value exceeds its recoverable amount. The recoverable amount is determined based on the higher of an asset’s fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Company uses all readily available information in determining a reasonable estimation of the recoverable amount, based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the recoverable amounts of the assets and could result in further impairment charge in future periods.

#### **4.2 Critical accounting judgement**

##### *Classification of leases*

As a lessor, the Company classifies its leases into either finance leases or operating leases in accordance with IAS 17 “Leases”. Significant judgements and assumptions are required in the assessment of the lease classification. The determination of classification depends on whether the lease transfers substantially all the risks and rewards of the assets to the lessee. In particular, during the assessment, the Company estimates (i) economic lives of lease assets, (ii) the present value of minimum lease payments, and (iii) the fair value of the leased assets. Any future changes to these judgements or assumptions will affect the lease classification and hence the financial performance and financial position of the Company.

As described in Note 1.1, the Company entered into the Commercial Pricing Agreement with the Three Telecom Operators for the leasing of communication towers and related ancillary facilities. Pursuant the terms of the Commercial Pricing Agreement, all the provincial branches of the Company have entered into provincial and individual tower agreements with the provincial subsidiaries/branches of the Three Telecom Operators, for the Tower business of individual tower sites based on the locational requirements of the Three Telecom Operators , across mainland China. Based on the Company’s assessment, at the inception of the leasing of individual towers and related ancillary facilities, the 5 years lease terms does not account for the major part of the economic lives of the towers and the present values of the minimum lease payments from lessee are not considered substantial comparing with the fair values of the corresponding towers. At the end of the lease term, there is no purchase option granted to the Three Telecom Operators to purchase the individual towers. The Company therefore bears any gains or losses in the fluctuation of fair values of the towers at the end of the lease terms. Accordingly, the Company substantially bears all the risks and rewards incidental to the ownership of the towers, and hence accounts for the above leasing of towers and related ancillary facilities as operating leases.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

**5 Segment information**

The executive director and senior management, as a decision making group, is the Company’s chief operating decision-maker (“CODM”). The Company has determined the operating segments based on the information reviewed by the CODMs for the purposes of allocating resources and assessing performance. For the Track Record Period, the Company as a whole is an operating segment since the Company is only engaged in the telecommunications tower infrastructure services and related businesses.

All of the Company’s long-lived assets are located in the mainland China and all the Company’s revenues and operating profits are derived from the mainland China during the Track Record Period.

**6 Operating revenue**

The table below summarises the Company’s operating revenues by business types:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Tower business (Note (i))	8,756	55,552	67,085
- Macro cell business	8,756	55,552	66,828
- Small cell business	—	—	257
DAS business	45	421	1,284
Trans-sector site application and information business	—	19	169
Others	1	5	127
	<u>8,802</u>	<u>55,997</u>	<u>68,665</u>

Note:

(i) The table below summarises the Company’s Tower business revenue by nature:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Revenue from the provision of Site Space	7,551	46,976	56,559
Revenue from Services*	1,205	8,576	10,526
	<u>8,756</u>	<u>55,552</u>	<u>67,085</u>

\* Revenue from Services primarily comprise of Maintenance services revenue and Power services revenue.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

(ii) The major customers that contribute more than 10% of the total revenues of the Company are listed as below:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Company and its subsidiaries	4,560	28,646	36,804
China Unicom Corporation	2,314	15,063	16,232
China Telecom	1,927	12,263	15,467
	<u>8,801</u>	<u>55,972</u>	<u>68,503</u>

For the years ended December 31, 2015, 2016 and 2017, the revenue from the Three Telecom Operators accounted for 99.99%, 99.96%, and 99.76% of the total revenue respectively.

**7 Employee benefits and expenses**

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Salaries and welfare	2,245	2,921	3,233
Retirement benefits (Note)	299	414	504
Contributions to medical insurance	167	222	266
Contributions to housing fund	129	186	226
	<u>2,840</u>	<u>3,743</u>	<u>4,229</u>

Note: As stipulated by the Government regulations in the PRC, the Company is required to contribute to the state-sponsored retirement scheme for all of its employees in the PRC at 18% to 20% of the eligible salary of its employees on a monthly basis for each of the year ended 31 December 2015, 2016 and 2017. The state-sponsored retirement scheme is responsible for the entire pension obligations payable to all retired employees and the Company has no further obligations for the actual pension payments or post-retirement benefits



**APPENDIX I**

**ACCOUNTANT’S REPORT**

(a) *Directors’ remuneration*

Directors’ remuneration during 2017 is as follows:

	Director’s fee	Salaries, allowances and bonuses	Contributions relating to social insurance, housing fund and retirement scheme	2017 Total
	RMB’000	RMB’000	RMB’000	RMB’000
<b>Executive directors</b>				
TONG Jilu	—	909	160	1,069
<b>Non-executive directors</b>				
(Note (ii))				
LIU Aili	—	—	—	—
WANG Lei	—	—	—	—
ZHAO Fang	—	—	—	—
SHAO Guanglu	—	—	—	—
LI Zhangting	—	—	—	—
SUN Kangmin	—	—	—	—
SI Furong	—	—	—	—
MO Dewang (Note (i))	—	—	—	—
	—	—	—	—

Directors’ remuneration during 2016 is as follows:

	Director’s fee	Salaries, allowances and bonuses	Contributions relating to social insurance, housing fund and retirement scheme	2016 Total
	RMB’000	RMB’000	RMB’000	RMB’000
<b>Executive directors</b>				
TONG Jilu	—	858	152	1,010
<b>Non-executive directors</b>				
(Note (ii))				
LIU Aili	—	—	—	—
WANG Lei	—	—	—	—
ZHAO Fang	—	—	—	—
SHAO Guanglu	—	—	—	—
LI Zhangting	—	—	—	—
SUN Kangmin	—	—	—	—
SI Furong	—	—	—	—
MO Dewang (Note (i))	—	—	—	—
	—	—	—	—

**APPENDIX I**

**ACCOUNTANT’S REPORT**

Directors’ remuneration during 2015 is as follows:

	<u>Director’s fee</u>	<u>Salaries, allowances and bonuses</u>	<u>Contributions relating to social insurance, housing fund and retirement scheme</u>	<u>2015 Total</u>
	RMB’000	RMB’000	RMB’000	RMB’000
<b>Executive directors</b>				
TONG Jilu	—	844	143	987
<b>Non-executive directors</b>				
(Note (ii))				
LIU Aili	—	—	—	—
WANG Lei	—	—	—	—
ZHAO Fang	—	—	—	—
SHAO Guanglu	—	—	—	—
LI Zhangting	—	—	—	—
SUN Kangmin	—	—	—	—
SI Furong	—	—	—	—
	—	—	—	—

Note:

- (i) Mr. MO Dewang was appointed as a non-executive director of the Company with effect from January 2016. During the Track Record Period, no director resigned or retired.
- (ii) The non-executive directors of the Company received emoluments for their services to the related parties. No apportionment has been made as these directors of the Company consider it is impractical to apportion their emoluments between the Company and the related parties according to their services provided.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

(b) **Five highest paid individuals**

The five individuals whose emoluments were the highest in the Company for the years ended 31 December 2015, 2016 and 2017 include 1, Nil and Nil director whose emoluments are reflected in the analysis shown in Note 7(a). The emoluments payable to the remaining 4, 5 and 5 individuals during the years ended 31 December 2015, 2016 and 2017 are as follows:

	Year ended December 31		
	2015	2016	2017
	RMB’000	RMB’000	RMB’000
Salaries, allowances and welfare	1,754	1,980	1,980
Performance related bonuses	1,680	3,266	3,270
Retirement benefits	301	691	691
	<u>3,735</u>	<u>5,937</u>	<u>5,941</u>

The emoluments fell within the following bands:

	Year ended December 31		
	2015	2016	2017
Emolument bands (in HK dollar)			
HKD 1,000,000 to HKD 2,000,000	4	5	5
Nil to HKD 1,000,000	<u>—</u>	<u>—</u>	<u>—</u>

**8 Other operating expenses**

Other operating expenses mainly represent power generation charges, site operation and support expenses, loss on disposal of property and equipment, operating leasing charges for office premises (as lessee), property management expenses and utilities, other taxes and surcharges (excluding value-added tax and income tax), professional fees and other miscellaneous expenses (such as travelling and communications expenses).

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Power generation charges (Note)	168	1,525	2,189
Site operation and support expenses (Note)	473	1,295	1,668
Loss on disposal of property and equipment	5	632	1,330
Office lease, property management expenses and utilities	344	513	580
Other taxes and surcharges	125	137	159
Auditors’ remuneration	<u>3</u>	<u>4</u>	<u>4</u>

Note: Power generation charges are expenditures incurred during electric power generation, such as diesel oil and outsourcing expenditures.

Site operation and support expenses primarily comprise site planning and monitoring expenses and the charges of vehicles and transportation incurred during the daily operation of each site.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

**9 Finance costs**

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Interest on borrowings	86	1,293	1,437
Interest on deferred consideration payables	661	4,031	3,987
Interest on Asset-backed notes	—	7	135
Less: Amounts capitalised in CIP (Note)	—	(254)	(276)
	<u>747</u>	<u>5,077</u>	<u>5,283</u>

Note: The interest rate range of amounts capitalised in CIP in 2015, 2016 and 2017 are Nil, 2.64%-3.96%, 3.06%-3.80%, respectively.

**10 Income tax (credits)/expenses**

The Company and its provincial branches file the PRC enterprise income tax on a consolidated basis. The provision for the PRC enterprise income tax is based on the applicable tax rate on the estimated taxable profits determined in accordance with the relevant enterprise income tax rules and regulations of the PRC.

Taxation in the statement of comprehensive income represents:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Current tax</b>			
Current tax on estimated taxable profits for the year	—	—	223
<b>Deferred tax (Note 15)</b>			
Origination and reversal of temporary differences	(1,150)	30	519
<b>Income tax (credits)/expenses</b>	<u>(1,150)</u>	<u>30</u>	<u>742</u>

APPENDIX I

ACCOUNTANT’S REPORT

The tax on the Company’s (loss)/profit before tax differs from the theoretical amount that would arise using the PRC statutory income tax rate applicable to the Company as follows:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>(Loss)/profit before income tax</b>	(4,746)	106	2,685
Tax at PRC statutory tax rate of 25%	(1,187)	26	671
Rate differential of certain provincial branches of the Company (Note)	—	—	(13)
Adjustment of deferred tax assets due to tax rate changes (Note)	—	—	79
Tax effect of non-deductible expenses	37	4	5
<b>Income tax (credits)/expenses</b>	<u>(1,150)</u>	<u>30</u>	<u>742</u>

Note: According to the circular of “Deeply Implementation of the western development strategy taxation policy” (Caishui [2011] No.58) issued by the Ministry of Finance, the State Administration of Taxation and the General Administration of customs of the PRC and relevant PRC enterprise income tax regulations, entities that are qualified and located in certain western provinces of mainland China are entitled to a preferential income tax rate of 15%, certain branches of the Company obtained the approval in 2017 and were entitled to this preferential income tax rate of 15% until 2020. The adjustment to deferred tax assets due to the decrease of tax rate of these provincial branches was recorded in profit and loss during the year ended 31 December 2017.

11 Basic and diluted (loss)/earnings per share

(a) *Basic*

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years.

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
(Loss)/profit attributable to owners of the Company	<u>(3,596)</u>	<u>76</u>	<u>1,943</u>
Weighted average number of ordinary shares in issue (million)	<u>29,891</u>	<u>129,345</u>	<u>129,345</u>
Basic (loss)/earnings per share (in RMB Yuan)	<u>(0.1203)</u>	<u>0.0006</u>	<u>0.0150</u>

(b) *Diluted*

During the years ended 31 December 2015, 2016, and 2017, there were no potential dilutive ordinary shares and diluted (loss)/earnings per share was equal to basic (loss)/earnings per share.

APPENDIX I

ACCOUNTANT’S REPORT

12 Property, plant and equipment

	Towers and ancillary facilities	Machinery and electronic devices	Office facilities and others	Total
	RMB million	RMB million	RMB million	RMB million
<b>Year ended December 31, 2015</b>				
<b>Cost:</b>				
Opening net book amount	39	113	75	227
Transfer from CIP	23,878	4,543	13	28,434
Additions (Note)	158,056	22,207	110	180,373
Disposals	(12)	(1)	—	(13)
Closing balance	<u>181,961</u>	<u>26,862</u>	<u>198</u>	<u>209,021</u>
<b>Accumulated depreciation:</b>				
Opening balance	(8)	—	—	(8)
Charge for the year	(3,404)	(1,710)	(21)	(5,135)
Disposals	8	—	—	8
Closing balance	<u>(3,404)</u>	<u>(1,710)</u>	<u>(21)</u>	<u>(5,135)</u>
<b>Closing net book amount</b>	<u><u>178,557</u></u>	<u><u>25,152</u></u>	<u><u>177</u></u>	<u><u>203,886</u></u>
<b>At December 31, 2015</b>				
Cost	181,961	26,862	198	209,021
Accumulated depreciation	<u>(3,404)</u>	<u>(1,710)</u>	<u>(21)</u>	<u>(5,135)</u>
<b>Net book amount</b>	<u><u>178,557</u></u>	<u><u>25,152</u></u>	<u><u>177</u></u>	<u><u>203,886</u></u>
<b>Year ended December 31 , 2016</b>				
<b>Cost:</b>				
Opening net book amount	181,961	26,862	198	209,021
Transfer from CIP	49,606	17,762	13	67,381
Additions (Note)	1,171	1,378	226	2,775
Disposals	(820)	(370)	(2)	(1,192)
Closing balance	<u>231,918</u>	<u>45,632</u>	<u>435</u>	<u>277,985</u>
<b>Accumulated depreciation:</b>				
Opening balance	(3,404)	(1,710)	(21)	(5,135)
Charge for the year	(20,495)	(7,010)	(54)	(27,559)
Disposals	292	205	—	497
Closing balance	<u>(23,607)</u>	<u>(8,515)</u>	<u>(75)</u>	<u>(32,197)</u>
<b>Closing net book amount</b>	<u><u>208,311</u></u>	<u><u>37,117</u></u>	<u><u>360</u></u>	<u><u>245,788</u></u>
<b>At December 31, 2016</b>				
Cost	231,918	45,632	435	277,985
Accumulated depreciation	<u>(23,607)</u>	<u>(8,515)</u>	<u>(75)</u>	<u>(32,197)</u>
<b>Net book amount</b>	<u><u>208,311</u></u>	<u><u>37,117</u></u>	<u><u>360</u></u>	<u><u>245,788</u></u>

APPENDIX I

ACCOUNTANT’S REPORT

	Buildings	Towers and ancillary facilities	Machinery and electronic devices	Office facilities and others	Total year ended December 31, 2017
	RMB million	RMB million	RMB million	RMB million	RMB million
<b>Cost:</b>					
Opening net book amount	—	231,918	45,632	435	277,985
Transfer from CIP	—	34,852	9,948	6	44,806
Additions	587	141	490	340	1,558
Disposals	—	(1,712)	(739)	(1)	(2,452)
Closing balance	<u>587</u>	<u>265,199</u>	<u>55,331</u>	<u>780</u>	<u>321,897</u>
<b>Accumulated depreciation and impairment:</b>					
Opening balance	—	(23,607)	(8,515)	(75)	(32,197)
Charge for the year	(2)	(24,294)	(8,220)	(82)	(32,598)
Disposals	—	622	413	1	1,036
Closing balance	<u>(2)</u>	<u>(47,279)</u>	<u>(16,322)</u>	<u>(156)</u>	<u>(63,759)</u>
<b>Closing net book amount</b>	<u><u>585</u></u>	<u><u>217,920</u></u>	<u><u>39,009</u></u>	<u><u>624</u></u>	<u><u>258,138</u></u>
<b>At December 31, 2017</b>					
Cost	587	265,199	55,331	780	321,897
Accumulated depreciation	<u>(2)</u>	<u>(47,279)</u>	<u>(16,322)</u>	<u>(156)</u>	<u>(63,759)</u>
<b>Net book amount</b>	<u><u>585</u></u>	<u><u>217,920</u></u>	<u><u>39,009</u></u>	<u><u>624</u></u>	<u><u>258,138</u></u>

Note: As mentioned in Note 1.1, the Company completed the purchase of tower assets and ancillary facilities on 31 October 2015, and the related properties and equipment of approximately RMB 179,789 million was included in the Company’s addition of property, plant and equipment in 2015. In 2016, the Company purchased additional properties and equipment of approximately RMB 2,768 million from the Three Telecom Operators (see Note 29 (a)(vi)).

13 Construction in progress

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Balance at 1 January	213	19,807	13,592
Additions (Note)	48,028	61,166	42,144
Transferred to property, plant and equipment	<u>(28,434)</u>	<u>(67,381)</u>	<u>(44,806)</u>
Balance at 31 December	<u><u>19,807</u></u>	<u><u>13,592</u></u>	<u><u>10,930</u></u>

Note: As mentioned in Note 1.1, the Company purchased CIP of approximately RMB 14,911 million, included in the Tower Assets, from the Three Telecom Operators on 31 October 2015.

**14 Long-term prepayments**

Long-term prepayments mainly represent the prepayments for site ground lease for period from 3 to 10 years generally and land use rights of tower sites for period from 10 to 30 years generally. For the years ended 31 December 2015, 2016 and 2017, the amortisation of land use rights amounted to approximately RMB 3 million, RMB 25 million, RMB 32 million, respectively.

The Company owns many tower Site Properties such as land use rights or site lease contracts for its operation in mainland China. As at 31 December 2017, some of the Company’s Site Properties had incomplete title issues due to lack of title certificates, documents of lease or sublease rights and other reasons. Despite of the fact that the Company has continued to operate these Site Properties, as at the date of this report, the Company is in the process of rectifying the above issues. The Company believes that such issues will not have any material adverse impact on the Company’s business operations, financial performance or financial condition taken into consideration various factors, including the protection of these Site Properties by the relevant policies and regulations for wireless communications networks in the PRC and the ability to redeploy the related tower sites without incurring significant costs, etc.



**APPENDIX I**

**ACCOUNTANT’S REPORT**

**15 Deferred income tax assets**

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Deferred tax assets:			
- Deferred tax asset to be recovered after more than 12 months	1,310	—	—
- Deferred tax asset to be recovered within 12 months	<u>70</u>	<u>1,280</u>	<u>689</u>
	<u>1,380</u>	<u>1,280</u>	<u>689</u>
Deferred tax liabilities:			
- Deferred tax liability to be recovered after more than 12 months	72	—	—
- Deferred tax liability to be recovered within 12 months	<u>70</u>	<u>72</u>	<u>—</u>
	<u>142</u>	<u>72</u>	<u>—</u>
Deferred tax assets(net)	<u><u>1,238</u></u>	<u><u>1,208</u></u>	<u><u>689</u></u>

APPENDIX I

ACCOUNTANT’S REPORT

The movement in deferred income tax assets and liabilities during the Track Record Period are as follows:

	At December 31, 2014	(Charged)/ credited to profit or loss	Charged to other comprehensive income	Credited directly to equity	At December 31, 2015
	RMB million	RMB million	RMB million	RMB million	RMB million
<b>Deferred tax assets</b>					
<b>arising from:</b>					
Tax losses	88	642	—	—	730
Accrued expenses	—	501	—	—	501
Unwinding finance cost	—	142	—	—	142
Deferred revenue	—	7	—	—	7
	<u>88</u>	<u>1,292</u>	<u>—</u>	<u>—</u>	<u>1,380</u>
<b>Deferred tax liabilities</b>					
<b>arising from:</b>					
Depreciation allowances in excess of related depreciation	—	(142)	—	—	(142)
	<u>—</u>	<u>(142)</u>	<u>—</u>	<u>—</u>	<u>(142)</u>
Deferred tax assets, net	<u>88</u>	<u>1,150</u>	<u>—</u>	<u>—</u>	<u>1,238</u>
	At December 31, 2015	(Charged)/ credited to profit or loss	Charged to other comprehensive income	Credited directly to equity	At December 31, 2016
	RMB million	RMB million	RMB million	RMB million	RMB million
<b>Deferred tax assets</b>					
<b>arising from:</b>					
Tax losses	730	137	—	—	867
Accrued expenses	501	(172)	—	—	329
Unwinding finance cost	142	(70)	—	—	72
Deferred revenue	7	5	—	—	12
	<u>1,380</u>	<u>(100)</u>	<u>—</u>	<u>—</u>	<u>1,280</u>
<b>Deferred tax liabilities</b>					
<b>arising from:</b>					
Depreciation allowances in excess of related depreciation	(142)	70	—	—	(72)
	<u>(142)</u>	<u>70</u>	<u>—</u>	<u>—</u>	<u>(72)</u>
Deferred tax assets, net	<u>1,238</u>	<u>(30)</u>	<u>—</u>	<u>—</u>	<u>1,208</u>

APPENDIX I

ACCOUNTANT’S REPORT

	At December 31, 2016	(Charged)/ credited to profit or loss	Charged to other comprehensive income	Credited directly to equity	At December 31, 2017
	RMB million	RMB million	RMB million	RMB million	RMB million
<b>Deferred tax assets</b>					
<b>arising from:</b>					
Tax losses	867	(867)	—	—	—
Accrued expenses	329	350	—	—	679
Unwinding finance cost	72	(72)	—	—	—
Deferred revenue	12	(2)	—	—	10
	<u>1,280</u>	<u>(591)</u>	<u>—</u>	<u>—</u>	<u>689</u>
<b>Deferred tax liabilities</b>					
<b>arising from:</b>					
Depreciation allowances in excess of related depreciation	(72)	72	—	—	—
	<u>(72)</u>	<u>72</u>	<u>—</u>	<u>—</u>	<u>—</u>
Deferred tax assets, net	<u>1,208</u>	<u>(519)</u>	<u>—</u>	<u>—</u>	<u>689</u>

16 Other non-current assets

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Input VAT recoverable - non-current portion (Note (i))	—	6,081	12,337
Others (Note (ii))	5	49	122
	<u>5</u>	<u>6,130</u>	<u>12,459</u>

Note:

- (i) Input VAT recoverable represents the excess of input VAT over output VAT during the Track Record Period. The input VAT recoverable can be carried forward indefinitely to set-off future output VAT in the following periods according to the relevant VAT regulations of the PRC. The Company obtained the VAT input from its purchase of assets (i.e. towers, equipment and property) and services that are subject to VAT in PRC.
- (ii) Others primarily include purchased software used by the Company, which are recognised at their initial costs and amortised over their estimated useful lives (generally 5-10 years). For the years ended 31 December 2015, 2016 and 2017, the amortisation of software amounted to Nil, RMB 1 million, RMB 12 million, respectively.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

17 **Trade and other receivables**

	<b>As at December 31</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>RMB million</b>	<b>RMB million</b>	<b>RMB million</b>
Trade receivables (Note (a))	9,430	10,852	10,926
Less: allowance for impairment of trade receivables	—	—	—
<b>Trade receivables- net</b>	<b>9,430</b>	<b>10,852</b>	<b>10,926</b>
Receivables from shareholders (Note (b)(i))	10,727	—	—
Deposits (Note (b)(ii))	157	790	689
Payments on behalf of customers (Note (b)(iii))	220	4,128	3,639
Others	3	19	8
<b>Other receivables</b>	<b>11,107</b>	<b>4,937</b>	<b>4,336</b>
<b>Trade and other receivables</b>	<b>20,537</b>	<b>15,789</b>	<b>15,262</b>

As at 31 December 2015, 2016 and 2017, trade and other receivables were primarily denominated in RMB and their carrying amounts approximated their fair values.

Note:

(a) **Trade receivables**

Aging analysis of the Company’s gross trade receivables based on the billing at the respective balance sheet dates is as follows:

	<b>As at December 31</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>RMB million</b>	<b>RMB million</b>	<b>RMB million</b>
Up to 3 months	9,430	10,852	10,926

The Company applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

As at 31 December 2015, 2016 and 2017, trade receivables with amounts that are individually significant have been separately assessed for impairment. The Company makes periodic collective assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience. Since there has not been any history of default payments by existing customers, so management considers that the expected credit loss is close to zero, and no provision for impaired receivables has been made during the Track Record Period.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

Trade receivables are analysed by customers:

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Company and its subsidiaries	4,894	5,126	6,216
China Unicom Corporation	2,477	3,277	1,983
China Telecom	2,059	2,431	2,660
Others	—	18	67
	<u>9,430</u>	<u>10,852</u>	<u>10,926</u>

Trade receivables primarily comprise receivables from the Three Telecom Operators. Trade receivables from customers are mainly due for payment within one to three months from the date of billing. Customers with balances that are overdue or exceed credit limits are required to settle all outstanding balances before any further services can be provided. As at 31 December 2015, 2016 and 2017, there was no trade receivable past due and impaired.

**(b) Other receivables**

- (i) These receivables were due from China Telecom and China Reform for the Company’s new shares issuance, which were unsecured, interest free, and fully collected in February 2016 (see Note 1.1).
- (ii) Deposits primarily include deposits for site ground lease and office premises lease or building and equipment purchase. The carrying amount of deposits do not differ significantly from their fair values.
- (iii) Payments on behalf of customers mainly represent the payments made by the Company, on behalf of customers, for certain sites electric power charges to electric power companies or third parties.

As of 31 December 2015, 2016 and 2017, the above other receivables were considered to have low credit risks, and thus the impairment provision will be limited to 12 months expected losses. Based on management assessment, no impairment provision has been made during the Track Record Period.

**18 Prepayments and other current assets**

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Advance payments (Note)	1,966	1,717	2,546
Input VAT recoverable - Current portion (Note 16 (i))	<u>952</u>	<u>4,807</u>	<u>4,829</u>
	<u>2,918</u>	<u>6,524</u>	<u>7,375</u>

Note: Advance payments mainly represents prepaid rentals to the landlords of ground lease sites and prepaid electric powers charges of certain tower sites.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

**19 Cash and cash equivalents**

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Cash at bank and on hand	<u>13,653</u>	<u>17,249</u>	<u>7,852</u>

The cash at bank and on hand are substantially denominated in RMB. The weighted average effective interest rate ranges from 0.24% to 1.51% per annum for each of the years ended 31 December 2015, 2016 and 2017.

**20 Share capital**

**Ordinary shares, issued and fully paid:**

	Number of Shares (million)	Share capital RMB million
<b>Issue of ordinary shares upon incorporation</b> (Note (a))	10,000	10,000
<b>Issuance of shares in 2015</b> (Note (b))	<u>119,345</u>	<u>119,345</u>
<b>At December 31, 2015, 2016 and 2017</b> (RMB 1.00, par value)	<u>129,345</u>	<u>129,345</u>

Note:

- (a) Upon the establishment of the Company, China Mobile Company, China Unicom Corporation and China Telecom subscribed for 4,000 million shares, 3,010 million shares and 2,990 million shares of the Company, respectively, in cash, at a par value of RMB 1.00 per share.
- (b) As mentioned in Note 1, after the completion of purchase of the Tower Assets, the Company issued 10,727 million new shares to China Telecom and China Reform, and 108,618 million new shares to China Mobile Company, China Unicom Corporation and China Telecom as part of the consideration of the Tower Assets in 2015.

As at 31 December 2015, 2016 and 2017, the share capital of the Company amounted to RMB129,345 million, consisting of 129,345 million shares with a par value of RMB 1.00 per share. China Mobile Company, China Unicom Corporation, China Telecom and China Reform hold 38.0%, 28.1%, 27.9% and 6.0% of the equity interests in the Company, respectively.

APPENDIX I

ACCOUNTANT’S REPORT

21 Interest-bearing liabilities

(a) Borrowings

	As at December 31,		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Borrowings:</b>			
Long-term borrowings (Note (i))			
- General Borrowings	—	—	35,200
- Preferential Borrowings	10,984	13,446	10,524
	10,984	13,446	45,724
Less: Current portion	—	(1,166)	(1,931)
<b>Balance presented in non-current liabilities:</b>	<u>10,984</u>	<u>12,280</u>	<u>43,793</u>
Short-term borrowings (Note (ii))	12,900	31,150	93,329
Long-term borrowings - Current portion	—	1,166	1,931
<b>Balance presented in current liabilities:</b>	<u>12,900</u>	<u>32,316</u>	<u>95,260</u>

Note:

(i) In 2015 and 2016, the Company obtained unsecured long-term RMB denominated loans from China Development Bank via China Development Fund Co., Ltd (the “Preferential Borrowings”) at a preferential interest rate, as the government granted a loan interest subsidy to the Company. The Preferential Borrowings mature in 10 years and are mainly used for telecommunications network and broadband infrastructure improvements in certain rural areas of China. As at 31 December 2015, 2016 and 2017, the carrying amount of the Preferential Borrowings amounted to RMB 10,984 million, RMB 13,446 million and RMB 10,524 million, respectively. The Company initially recognised the Preferential Borrowings at fair value based on the then prevailing borrowing interest rates in the PRC. The interest subsidy was recognised as a government grant and recorded in deferred revenue, which was amortised to the statement of comprehensive income to match with the related interest expenses.

In 2017, the Company obtained unsecured general long-term bank borrowings (“General Borrowings”) with maturity of 2 to 5 years, and carrying amount of General Borrowings were RMB 35,200 million at 31 December 2017.

For the years ended 31 December 2015, 2016 and 2017, the effective interest rates of all long-term borrowings were 4.41%, 4.41% and 4.41% to 4.75% per annum, respectively.

(ii) As at 31 December 2015, 2016 and 2017, short-term bank borrowings amounted to RMB 9,900 million, RMB 26,500 million and RMB 74,020 million respectively. In addition, short-term borrowings include short-term loans from CMCC and China Mobile Group Finance Co., Ltd. (a subsidiary of China Mobile Company) of RMB 3,000 million, RMB 4,650 million and RMB 19,309 million as at 31 December 2015, 2016 and 2017 respectively. For the years end 31 December 2015, 2016 and 2017, all short-term borrowings are unsecured, which bear interest rates ranging from 3.48% to 3.92%, 2.35% to 3.915% and 2.35% to 4.35% per annum, respectively.

APPENDIX I

ACCOUNTANT’S REPORT

(b) *Deferred consideration payables*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Deferred consideration payables			
- Deferred consideration	94,866	83,900	12,961
- Input VAT	—	6,888	4,291
Less: Unwinding finance cost	(567)	(289)	—
	<u>94,299</u>	<u>90,499</u>	<u>17,252</u>
Less: Current portion	<u>(10,966)</u>	<u>(90,499)</u>	<u>(17,252)</u>
	<u>83,333</u>	<u>—</u>	<u>—</u>

As mentioned in Note 1.1, after the completion of the purchase of the Tower Assets, the Company should pay a cash consideration of RMB 94,866 million. The Company made the first cash payments of RMB 10,966 million to China Mobile Company, China Unicom Corporation and CTC in February 2016, the unpaid balance of RMB 83,900 million would be settled before 31 December 2017. The unpaid balance, together with related input VAT, bear interest from 1 November 2015 at 90% of the financial institution’s one year benchmark lending rate announced by the PBOC prevailing on the Completion Date of the transaction. In December 2017, the Company settled RMB 70,939 million to China Mobile Company, China Unicom Corporation and CUC. The remaining consideration payable to CMCC of RMB 12,961 million was further deferred and to be settled before 31 December 2018, such balance bears interest that benchmarked the financial institution’s one-year lending rate announced by the PBOC.

(c) *Asset-backed notes*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Asset-backed notes	—	4,950	—
Less: issuance cost	—	(13)	—
	<u>—</u>	<u>4,937</u>	<u>—</u>

In December 2016, the Company completed the issuance of its Asset-backed notes via China Inter-bank Market amounting to RMB 4,950 million, which bear an interest rate at 2.86% per annum. The maturity period of the Asset-backed notes is 1 year. The Company repaid the total principal and interest of the Asset-back notes in December 2017.



**APPENDIX I**

**ACCOUNTANT’S REPORT**

(d) *The repayment schedule of the interest-bearing liabilities*

As at 31 December 2015, 2016 and 2017, interest-bearing liabilities are repayable as follows:

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Within 1 year	23,866	127,752	112,512
Between 1 and 2 years	84,463	1,377	11,276
Between 2 and 5 years	3,562	4,415	29,608
Over 5 years	6,292	6,488	2,909
	<u>118,183</u>	<u>140,032</u>	<u>156,305</u>

(e) *The carrying amounts and fair value of the non-current interest-bearing liabilities*

The carrying values of non-current interest-bearing liabilities approximate their fair values, as the impact of discounting is not significant. The fair values are based on cash flows discounted using the prevailing market interest rates as at 31 December 2015, 2016 and 2017. They are within level 3 of the fair value hierarchy.

**22 Deferred revenue**

Deferred revenue mainly represents the government grants obtained by the Company including the interest subsidy associated with the Preferential Borrowings (see Note 21(a)(i)).

**23 Accounts payable**

Accounts payable primarily include payables for construction expenditures, repairs and maintenance and other operation expenditures. Accounts payable are unsecured, non-interest bearing and are repayable in accordance with contractual terms. Accounts payable are all denominated in RMB. Their carrying amounts approximate their fair values due to their short-term maturities.

The aging analysis of accounts payable is as follows:

	As at December 31,		
	2015	2016	2017
	RMB million	RMB million	RMB million
Less than six months	20,649	34,265	27,898
Six months to one year	969	4,209	2,690
More than one year	—	1,366	1,318
	<u>21,618</u>	<u>39,840</u>	<u>31,906</u>

APPENDIX I

ACCOUNTANT’S REPORT

24 Accrued expenses and other payables

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Interest payable	638	2,230	3,144
Deposits from vendors	311	811	1,045
Accrued expenses	104	259	464
Salary and welfare payables	408	413	436
Other tax payables	144	182	137
Others	38	47	145
	<u>1,643</u>	<u>3,942</u>	<u>5,371</u>

Accrued expenses and other payables are all denominated in RMB. Their carrying amounts approximate their fair values due to their short-term maturities.

APPENDIX I

ACCOUNTANT’S REPORT

25 Cash generated from operating activities and financing activities

(a) *Reconciliation of (loss)/profit before income tax to net cash (used in)/generated from operations:*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>(Loss)/profit before income tax</b>	(4,746)	106	2,685
Adjustments for:			
- Depreciation and amortisation (Note 12, 14 and 16)	5,138	27,585	32,642
- Loss on disposal of property and equipment (see Note 25(b))	5	632	1,330
- Interest income	(144)	(65)	(104)
- Finance costs (Note 9)	747	5,077	5,283
<b>Operating cash flow before changes in working capital</b>	<u>1,000</u>	<u>33,335</u>	<u>41,836</u>
- Decrease/(increase) in inventories	(4)	2	(25)
- Decrease/(increase) in trade and other receivables	(9,805)	(5,979)	527
- Increase in prepayments and other current assets	(82)	(565)	(851)
- Decrease/(increase) in long-term prepayments	(716)	1,769	(4,508)
- Increase in other non-current assets	—	(1,410)	(3,063)
- Increase/(decrease) in accounts payable	1,988	(330)	400
- Increase in accrued expenses and other payables	746	707	515
<b>Cash (used in)/generated from operations</b>	<u>(6,873)</u>	<u>27,529</u>	<u>34,831</u>
Income tax paid	—	—	—
Interest income received	<u>144</u>	<u>65</u>	<u>104</u>
<b>Net cash (used in)/generated from operating activities</b>	<u>(6,729)</u>	<u>27,594</u>	<u>34,935</u>

APPENDIX I

ACCOUNTANT’S REPORT

(b) *In the statement of cash flows, proceeds from sale of property and equipment comprise:*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Net book amount	5	694	1,416
Loss on disposal of property and equipment	(5)	(632)	(1,330)
<b>Proceeds from disposal of property and equipment</b>	<u>—</u>	<u>62</u>	<u>86</u>

(c) *Net debt reconciliation from financing activities*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Net Debt</b>			
Cash and cash equivalents	13,653	17,249	7,852
Borrowings and Asset-backed notes			
- repayable within one year	(12,900)	(37,253)	(95,260)
Deferred consideration payables			
- repayable within one year	(10,966)	(90,499)	(17,252)
Borrowings - repayable after one year	(10,984)	(12,280)	(43,793)
Deferred consideration payables			
- repayable after one year	(83,333)	—	—
	<u>(104,530)</u>	<u>(122,783)</u>	<u>(148,453)</u>

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Net Debt</b>			
Cash and cash equivalents	13,653	17,249	7,852
Gross debt - fixed interest rates	(118,183)	(140,032)	(121,105)
Gross debt - variable interest rates	—	—	(35,200)
	<u>(104,530)</u>	<u>(122,783)</u>	<u>(148,453)</u>

APPENDIX I

ACCOUNTANT’S REPORT

	Assets		Liabilities from financing activities				Total
	Cash	Borrow due within 1 year	Borrow due after 1 year	deferred consideration (including VAT input) due within 1 year	deferred consideration (including VAT input) due after 1 year	Asset-backed notes due within 1 year	
	RMB million	RMB million	RMB million	RMB million	RMB million	RMB million	RMB million
<b>Net debt as at</b>							
<b>1 January 2015</b>	(9,592)	—	—	—	—	—	(9,592)
Cash flows, net	(4,061)	12,900	13,175	—	—	—	22,014
Non-cash movements:							
— Deferred or accrual	—	—	62	10,966	83,900	—	94,928
— Unwinding	—	—	(2,253)	—	(567)	—	(2,820)
<b>Net debt as at</b>							
<b>31 December 2015</b>	(13,653)	12,900	10,984	10,966	83,333	—	104,530
Cash flows, net	(3,596)	18,250	2,538	(10,966)	—	4,937	11,163
Non-cash movements:							
— Reclassification	—	1,166	(1,166)	83,333	(83,333)	—	—
— Deferred or accrual	—	—	377	7,166	—	—	7,543
— Unwinding	—	—	(453)	—	—	—	(453)
<b>Net debt as at</b>							
<b>31 December 2016</b>	(17,249)	32,316	12,280	90,499	—	4,937	122,783
Cash flows, net	9,397	61,013	32,493	(76,631)	—	(4,950)	21,322
Non-cash movements:							
— Reclassification	—	1,931	(1,931)	—	—	—	—
— Deferred or accrual	—	—	951	3,384	—	13	4,348
<b>Net debt as at</b>							
<b>31 December 2017</b>	(7,852)	95,260	43,793	17,252	—	—	148,453

26 Dividend

No dividend paid during the years ended 31 December 2015, 2016 and 2017.

27 Contingencies

As of 31 December 2015, 2016 and 2017, the Company has no material contingencies respectively.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

28 **Commitments**

(a) *Capital commitments*

As at 31 December 2015, 2016 and 2017, the Company had capital commitments for construction expenditures as follows:

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Authorised but not contracted for:			
No later than 1 year	—	176	2,231
Later than 1 year and no later than 5 years	—	—	—
	<u>—</u>	<u>176</u>	<u>2,231</u>

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
Authorised and contracted for:			
No later than 1 year	—	—	446
Later than 1 year and no later than 5 years	—	—	—
	<u>—</u>	<u>—</u>	<u>446</u>

(b) *Operating lease commitments*

The Company leases office premises and site properties for telecommunication towers (as lessee) under non-cancellable operating lease agreements.

The future aggregate minimum lease payments under these non-cancellable operating leases are as follows:

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
No later than 1 year	5,791	6,148	5,539
Later than 1 year and no later than 5 years	8,621	10,428	9,456
Later than 5 years	6,559	5,931	4,999
	<u>20,971</u>	<u>22,507</u>	<u>19,994</u>

As at the 31 December 2015, 2016 and 2017, the Company had future aggregate minimum lease receipts under non-cancellable operating leases (as lessor) during the leasing period (5 years) were RMB 212,622 million, RMB 223,051 million and RMB 286,165 million respectively.

29 Related party transactions

The Company is limited liability company established in the PRC. As at 31 December 2017, the Company’s shareholders are China Mobile Company, China Unicom Corporation, China Telecom and China Reform. The parent companies of the Three Telecom Operators are CMCC, CUC and CTC respectively, which are state-owned enterprises ultimately controlled by the PRC government. As a result, CMCC, CUC, CTC, China Reform, the Three Telecom Operators and their subsidiaries are all considered as the Company’s related parties.

The PRC government controls a significant portion of the productive assets and entities in the PRC. The Company provides the telecommunications infrastructure services in the PRC, it is likely to have extensive transactions with other state-controlled enterprises besides the Three Telecom Operators and their parent companies.

Management considers the transactions with other state-owned enterprises are conducted in its ordinary course of business. All these transactions are mainly carried out on terms comparable to those conducted with third parties or based on the standards promulgated by relevant government authorities.

(a) Significant transactions with related parties

(i) Provision of Tower business, DAS and other services:

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Company and its subsidiaries	4,560	28,646	36,804
China Unicom Corporation	2,314	15,063	16,232
China Telecom	1,927	12,263	15,467
Total	<u>8,801</u>	<u>55,972</u>	<u>68,503</u>

The provision of the above Tower business, DAS and other services are based on the agreed terms in the Commercial Pricing Agreement signed by the Company and the Three Telecom Operators, and set out in the individual site service agreements between the provincial branches of the Company and the provincial subsidiaries/branches of the Three Telecom Operators. The prices are determined on a cost plus margin basis, adjusted for different elements including tenancy co-sharing discount, area adjustment rate for different provincial standard construction cost and related operation cost.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

(ii) *Purchases of various goods and services*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
CMCC Group	446	840	805
CUC Group	209	649	838
CTC Group	3,520	6,246	8,001
	<u>4,175</u>	<u>7,735</u>	<u>9,644</u>

The Company purchases certain equipment, engineering design services, construction and supervision services, maintenance services, communications and IT services from CMCC Group, CUC Group and CTC Group. The charges payable by the Company for the above equipment or services are negotiated and contracted with the related parties on normal commercial terms, which are comparable with the prices charged by third parties.

(iii) *Rental charges for property and site ground lease*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
CMCC Group	96	463	255
CUC Group	47	282	109
CTC Group	103	485	387
	<u>246</u>	<u>1,230</u>	<u>751</u>

The Company leases certain properties, site ground and warehouses from CMCC Group, CUC Group and CTC Group. The related operating lease rentals and property management fees are negotiated and contracted with the related parties on normal commercial terms, which are comparable with the prices charged by third parties.

(iv) *Payments on behalf of related parties*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Company its subsidiaries	117	6,041	10,813
China Unicom Corporation	45	2,666	4,275
China Telecom	36	1,597	3,071
	<u>198</u>	<u>10,304</u>	<u>18,159</u>

As mentioned in Note 17 (b)(iii)), the Company paid certain sites electric power charges to electricity power companies or third parties, on behalf of the Three Telecom Operators.



**APPENDIX I**

**ACCOUNTANT’S REPORT**

(v) *Short-term borrowings and interests*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
CMCC Group			
- Principals	3,000	4,650	23,059
- Interests	17	92	243
	<u>3,017</u>	<u>4,742</u>	<u>23,302</u>

The Company obtained the short-term borrowings from CMCC and China Mobile Group Finance Co., Ltd, a subsidiary of China Mobile Company. These borrowings are unsecured, with interest rates determined by benchmarking to the financial institution’s one-year lending rate announced by the PBOC. These short-term borrowings have a maturity period of 3 to 12 months.

(vi) *Acquisition of Tower Assets*

As mentioned in Note 1.1, the Company acquired the Tower Assets from CMCC Group, CUC Group and CTC Group in 2015 at a consideration of RMB203,484 million.

Following the above acquisition of the Tower Assets in 2015, the Company also purchased additional Tower Assets from CMCC Group, CUC Group and CTC Group, in a cash consideration of RMB 3,472 million in 2016. These towers and related assets were under construction or newly built on or after the Completion Date of the acquisition of the Tower Assets in 2015.

(vii) *Interest expense in related to the deferred consideration*

	Year ended December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
CMCC Group	503	3,063	3,030
CUC Group	148	900	890
CTC Group	10	68	67
	<u>661</u>	<u>4,031</u>	<u>3,987</u>

As mentioned in Note 1.1 and 21(b), the Company has to pay interests on the deferred consideration (and related VAT) associated with the acquisition of the Tower Assets, at a pre-determined annual interest rate, which is 90% of the financial institution’s one-year benchmark lending rate announced by the PBOC.

**APPENDIX I**

**ACCOUNTANT’S REPORT**

(b) *Key management compensation*

The remuneration of key management personnel is as follows:

	Year ended December 31		
	2015	2016	2017
	RMB thousand	RMB thousand	RMB thousand
Salaries and other short-term employee benefits	4,333	4,491	5,292
Retirement benefits	389	415	494
	<u>4,722</u>	<u>4,906</u>	<u>5,786</u>

(c) *Balances with related parties*

(i) *Amount due from related parties*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Trade and other receivables:</b>			
CMCC Group	5,016	7,451	8,791
CUC Group	2,558	4,314	2,844
CTC Group	5,042	3,198	3,406
China Reform	7,761	—	—
	<u>20,377</u>	<u>14,963</u>	<u>15,041</u>

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Prepayments and other current assets:</b>			
CMCC Group	33	281	208
CUC Group	17	145	159
CTC Group	10	212	223
	<u>60</u>	<u>638</u>	<u>590</u>

APPENDIX I

ACCOUNTANT’S REPORT

(ii) *Amount due to related parties*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Accounts payable:</b>			
CMCC Group	75	8,369	2,844
CUC Group	22	2,337	734
CTC Group	22	5,609	4,018
	<u>119</u>	<u>16,315</u>	<u>7,596</u>

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
<b>Accrued expenses and other payables:</b>			
CMCC Group	303	1,604	2,637
CUC Group	204	575	318
CTC Group	192	122	202
	<u>699</u>	<u>2,301</u>	<u>3,157</u>

All the balances of amount due from/to related parties are unsecured, non-interest bearing and repayable on demand.

(iii) *Deferred consideration payables*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Company	57,585	52,585	—
China Unicom Corporation	21,322	18,322	—
CMCC	12,961	12,961	12,961
CUC	32	32	—
CTC	2,966	—	—
	<u>94,866</u>	<u>83,900</u>	<u>12,961</u>
Add : Value-added tax	—	6,888	4,291
Less: Unwinding finance cost	(567)	(289)	—
	<u>94,299</u>	<u>90,499</u>	<u>17,252</u>

**APPENDIX I**

**ACCOUNTANT’S REPORT**

(iv) *Short-term borrowings from related parties*

	As at December 31		
	2015	2016	2017
	RMB million	RMB million	RMB million
China Mobile Group Finance Co., Ltd	3,000	4,650	8,050
CMCC	—	—	11,259
	<u>3,000</u>	<u>4,650</u>	<u>19,309</u>

(d) *Transactions with other state-owned entities in the PRC*

The Company operates in an economic regime currently dominated by entities directly or indirectly controlled by the PRC government through government authorities, agencies, affiliations and other organization (collectively referred to as “government-related entities”). Apart from transactions with CMCC Group, CUC Group and CTC Group (Note 29 (a)), the Company has significant transactions with other government-related entities, which include but not limited to the following:

- rendering or receiving services, such as construction services, logistics, transportation and maintenance services, etc.
- purchasing of goods, including use of public utilities
- placing of bank deposits, obtaining bank borrowings
- leasing office buildings or tower sites

These transactions are conducted in the ordinary course of the Company’s business on terms comparable with the terms of transactions with other entities that are not government-related. The Company prices its leasing, services and products in accordance with rules and regulations stipulated by related authorities of the PRC Government, where applicable, or based on commercial negotiations. The Company has also established its procurement policies and approval processes for purchases of products and services, which do not depend on whether the counterparties are government-related entities or not.

**30 Events after the reporting period**

(a) *Amendments to the Commercial Pricing Agreement*

In early 2018, the Company entered into a supplemental agreement (the “Supplemental Agreement”) to the Commercial Pricing Agreement with each of the China Mobile Company, China Unicom Corporation and China Telecom to amend certain pricing terms of the previous Commercial Pricing Agreements. The key amendments are the reduction of cost margin and increase of co-location discount rates for Tower business. The Supplemental Agreements to the Commercial Pricing

Agreements have a term of five years and expire on 31 December 2022. These amendments have replaced the related terms previously set out in the Commercial Pricing Agreement. Should the above pricing term changes were made for the whole year of 2017, with other terms remaining unchanged, the revenue of the Company’s Tower business would have decreased from RMB67,085 million to RMB62,986 million for the year ended 31 December 2017.

**(b) *Changes of estimated useful life of self-built ground telecommunications towers***

At the end of each reporting period, the Company reassesses and reviews the estimated useful lives and residual values of its property, plant and equipment. At the end of December 2017, the Company reassessed the estimated useful lives of its towers assets by considering various factors, including the change of construction standards, i.e. material technology and methods etc. used for its self-built ground telecommunications towers (the “Self-built Towers”), the assessment of future technological requirements of the 5G communication networks performed as well as the issuance of favourable government regulations such as the inclusion of certain telecommunications towers into the urban-rural development plans in the PRC. After the aforementioned reassessment, the Company has concluded to change the estimated useful lives of the Self-built Towers from 10 years to 20 years and account for this change of accounting estimates prospectively, starting 1 January 2018. For the acquired towers from the Three Telecom Operators and their parents and their parents in 2015, their estimated useful lives will remain unchanged.

Should the above estimated useful lives of Self-built Towers were changed since 1 January 2017, the depreciation expenses of the Company’s Self-built Towers would have decreased from RMB3,878 million to RMB1,865 million for the year ended 31 December 2017.

**(c) *Service Agreement***

The Company entered into the respective service agreement (“Service Agreement”) with the Three Telecom Operators in April 2018 to further elaborate the content of various services provided by the Company to the Three Telecom Operators, the related customer service standards and performance assessment criteria and other related arrangements (the pricing mechanism is still governed by Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements). The term of the Service Agreement shall be the same with the term of the Commercial Pricing Agreements and the Supplemental Agreements to the Commercial Pricing Agreements, i.e. from 1 January, 2018 to 31 December, 2022.

**III SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements have been prepared by the Company in respect of any periods subsequent to 31 December 2017 up to the date of this report. Save as disclosed in this report, no dividend or distribution has been declared or made by the Company in respect of any periods subsequent to 31 December 2017.

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**APPENDIX II      UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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[REDACTED]

**TAXATION OF SECURITY HOLDERS**

*Taxation*

The following is a summary of certain PRC and Hong Kong tax consequences arising from ownership of H Shares by investors who purchase such H Shares in the [REDACTED] and hold the H Shares as capital assets. This summary does not purport to address all material tax consequences of the ownership of H Shares, and does not take into account the specific circumstances of any particular investor, some of which may be subject to special provisions. This summary is based on the tax laws of the PRC and Hong Kong in effect as of the Latest Practicable Date, all of which are subject to change (or changes in interpretation), possibly with retroactive effect.

This section does not address any aspect of taxation of the PRC or Hong Kong other than income tax, capital tax, value-added tax, stamp duty and estate duty. Prospective investors are advised to consult their own tax advisers regarding the PRC, Hong Kong and other tax consequences of investing in H Shares.

**PRC TAXATION**

**Taxation on Dividends**

**Individual Investors**

In accordance with the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法》) (hereinafter referred to as “IIT Law”) issued by the Fifth Session of the Standing Committee of the NPC on September 10, 1980, revised on June 30, 2011 and came into effect on September 1, 2011, and the Regulations for the Implementation of the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法實施條例》) revised by the State Council on July 19, 2011 and came into effect on September 1, 2011, dividends paid by Chinese companies to individual investors shall general be subject to withholding tax at a rate of 20%. Meanwhile, according to the Notice on Issues concerning the Implementation of Differential Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) (Cai Shui [2015] No. 101) issued by the MOF on September 7, 2015, where an individual acquires the stocks of a listed company from public offering of the company or from the stock market, if the stock holding period is more than one year, the dividend incomes shall be exempted from personal income tax. Where an individual acquires the stocks of a listed company from public offering of the company or from the stock market, if the stock holding period is one month or less, the income from dividends shall be included into the taxable incomes in full amount; if the stock holding period is more than one month and up to one year, the dividend income shall be included into the taxable incomes at the reduced rate of 50% for the time being. Individual income taxes on the aforesaid incomes shall be collected at the uniform rate of 20%.

For a foreign individual who is not a resident of the PRC, his/her receipt of dividends from a PRC company is normally subject to PRC withholding tax of 20% unless specifically exempted by the taxation authority of the State Council or reduced by an applicable tax treaty. Pursuant to the Notice of the SAT on Issues Concerning Taxation and Administration of Individual Income Tax After the Repeal of the Document (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No. 348) issued by the SAT on June 28, 2011, domestic non-foreign-invested enterprises issuing shares in Hong Kong may generally, when distributing dividends, withhold individual income tax at the rate of 10%. For individual holders of H Shares receiving dividends who are identified as tax residents of countries that have entered into a tax treaty with the PRC with tax rates lower than 10%, the distributing non-foreign-invested enterprise whose shares are listed in Hong Kong may apply on behalf of such holders for enjoying the lower preferential tax rate, and, upon approval by the tax authorities, the amount which is over-withheld will be refunded. For individual holders of H Shares receiving dividends who are identified as tax residents of countries that have entered into a tax treaty with the PRC that provides for tax rates higher than 10% but lower than 20%, the non-foreign-invested enterprise is required to withhold the tax at the applicable rate under the treaties, and no application to the tax authorities is required. For individual holders of H Shares receiving dividends who are identified as tax residents of countries without taxation treaties with the PRC, the non-foreign-invested enterprise is required to withhold the tax at a rate of 20%.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion Regarding Income Tax (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) signed on August 21, 2006, the PRC government may impose tax on dividends paid to a Hong Kong resident (including natural person and legal entity) by a PRC company, but such tax shall not exceed 10% of the total amount of the dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interest in a PRC company, then the amount of such shall not exceed 5% of the total dividends payable by the PRC company. The Fourth Protocol of the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion issued by the SAT (《國家稅務總局關於〈內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排〉第四議定書》) (SAT Announcement [2015] No. 12) effective on December 29, 2015 states that such provisions shall not apply to arrangement made for the primary purpose of gaining such tax benefit.

### **Enterprise Investors**

In accordance with the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (hereinafter referred to as “EIT Law”), and the Provisions of Implementation for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》), both effective on January 1, 2008, a non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income, including dividends received from a PRC resident enterprise whose shares are issued and listed in Hong Kong, if such non-resident enterprise does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not connected with such establishment or premises in the PRC. The aforesaid income tax must be withheld at source, with the payer of the income being the withholding agent. Such withholding tax may be reduced or eliminated under an applicable treaty for the avoidance of double taxation.

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**APPENDIX III**

**TAXATION AND FOREIGN EXCHANGE**

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The Notice of the SAT on the Issues Concerning Withholding Enterprise Income Tax on the Dividends Payable by PRC Resident Enterprises to Overseas Non-PRC Resident Enterprise H Share Holders (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the SAT and effective on November 6, 2008, further clarified that a PRC resident enterprise must withhold enterprise income tax at a rate of 10% on dividends paid to non-PRC resident enterprise H Shareholders which are derived out of profit generated after January 1, 2008. A non-PRC resident enterprise H Shareholder which is entitled to a preferential tax rate under an applicable tax treaty or arrangement may, directly or through its agent, apply to the competent tax authorities for a refund of the excess amount of tax withheld. The Reply of the SAT on Imposition of Enterprise Income Tax on B-share and Other Dividends of Non-resident Enterprises (《國家稅務總局關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆》) issued by the SAT on July 24, 2009 further provides that any PRC-resident enterprise that is listed on overseas stock exchanges must withhold enterprise income tax at a rate of 10% on dividends that it distributes to non-PRC resident enterprise shareholders.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion Regarding Income Tax (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) signed on August 21, 2006, the PRC government may impose tax on dividends paid to a Hong Kong resident (including natural person and legal entity) by a PRC company, but such tax shall not exceed 10% of the total amount of the dividends payable. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company, such tax shall not exceed 5% of the total amount of dividends payable by that PRC company. The Fourth Protocol of the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion issued by the SAT (《國家稅務總局關於〈內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排〉第四議定書》) effective on December 29, 2015 states that such provisions shall not apply to arrangements made for the primary purpose of gaining such tax benefit.

**Tax Treaties**

Non-PRC resident investors residing in countries which have entered into treaties for the avoidance of double taxation with the PRC or residing in Hong Kong or Macau may be entitled to preferential tax rates on dividends received by such investors from the PRC company. The PRC has entered into arrangements for the avoidance of double taxation with Hong Kong and Macau, respectively, and has entered into treaties for the avoidance of double taxation with certain other countries, including but not limited to Australia, Canada, France, Germany, Japan, Malaysia, Netherlands, Singapore, the United Kingdom and the United States. A non-PRC resident enterprise which is entitled to a preferential tax rate under a relevant income tax treaty or arrangement may apply to the PRC tax authorities for a refund of the difference between the amount of tax withheld and tax computed based on the treaty rate.

**Taxation on Gains from Share Transfer**

**Individual Investors**

In accordance with the IIT Law and its implementation rules, individuals are subject to individual income tax at the rate of 20% on gains realized on the sale of equity interests in PRC

resident enterprises. Under the Circular of the MOF and SAT on Declaring that Individual Income Tax Continues to Be Exempted over Individual Income Tax from Transfer of Shares (《財政部、國家稅務總局關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) (Cai Shui Zi [1998] No.61) issued by the MOF and SAT on March 20, 1998, from January 1, 1997, gains of individuals from the transfer of shares of listed companies continue to be exempted from individual income tax. After the latest amendment to the IIT Law on June 30, 2011 and its implementation rules amended on July 19, 2011 and implemented on September 1, 2011, the SAT has not explicitly stated whether it will continue to exempt individuals from income tax on income derived from the transfer of listed shares. However, on December 31, 2009, the MOF, SAT and CSRC jointly issued the Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Moratorium Shares of Listed Companies (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知》) (Cai Shui [2009] No.167), which provides that individuals' income from transferring listed shares on certain domestic exchanges shall continue to be exempted from individual income tax, except for shares of certain specified companies (as defined in the Supplementary Circular on Relevant Issues Concerning the Collection of Individual Income Tax (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知》) (Cai Shui [2010] No.70) over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation issued by the MOF, SAT and CSRC on November 10, 2010). As of the Latest Practicable Date, the aforesaid provision has not expressly provided that individual income tax shall be collected from non-PRC resident individuals on the sale of shares of PRC resident enterprises listed on overseas stock exchanges such as the Hong Kong Stock Exchange. In practice, the PRC tax authorities have not collected income tax from non-PRC resident individuals on gains from the sale of shares of PRC resident enterprises listed on overseas stock exchanges.

### **Enterprise Investors**

In accordance with the EIT Law and its implementation rules, a non-PRC resident enterprise is generally subject to enterprise income tax at the rate of 10% with respect to PRC-sourced income, including gains derived from the disposition of shares in a PRC resident enterprise, if it does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not actually connected with such establishment or premises in the PRC. Such tax may be reduced or eliminated under applicable tax treaties or arrangements.

### **Taxation Policy of Shanghai — Hong Kong Stock Connect**

On October 31, 2014, the MOF, the SAT and the CSRC jointly issued the Circular on the Relevant Taxation Policy regarding the Pilot Program that Links the Stock Markets in Shanghai and Hong Kong (《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) (hereinafter referred to as “Shanghai-Hong Kong Stock Connect Taxation Policy”). Enterprise income tax will be levied according to law on transfer spread income (included in total income derived from investment by mainland enterprise incomes in stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect. Under the Notice of the MOF, SAT and the Stock Exchange on the Policies of the Individual Income Tax Concerning Continuing to Implement the Shanghai-Hong Kong Stock Connect (《財政部、稅務總局、證監會關於繼續執行滬港通股票市場交易互聯互通機制有關個人所得稅政策的通知》) (Cai Shui [2016] No. 127) came into effect on November 17, 2017, from November 17, 2017 to December 4, 2019, gains on price difference from transfer of shares

derived by mainland individual investors through investment into shares listed on the Hong Kong Stock Exchange via the Shanghai-Hong Kong Stock Connect shall be exempted from individual income tax. For dividends and bonus obtained by mainland individual investors investing in H stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the H-stock companies shall apply to China Securities Depository and Clearing Co., Ltd. (hereinafter referred to as CSDCC) for provision by CSDCC to the H-stock companies register of mainland individual investors, and the H-stock companies shall withhold individual income tax at the rate of 20%.

Enterprise income tax will be levied according to law on dividend and bonus income (included in total income) obtained by mainland enterprise incomes from investing in stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect. In particular, enterprise income tax will be exempted according to law for dividend and bonus income obtained by mainland resident enterprises which hold H stocks for at least 12 consecutive months. For dividend and bonus income obtained by mainland enterprise incomes, the H-stock companies will not withhold dividend and bonus income tax for mainland enterprise incomes. The tax payable shall be declared and paid by the enterprises themselves.

#### **Taxation Policy of Shenzhen — Hong Kong Stock Connect**

On November 5, 2016, the MOF, the SAT and the CSRC jointly issued the Circular on the Relevant Taxation Policy regarding the Pilot Program that Links the Stock Markets in Shenzhen and Hong Kong (《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》) (hereinafter referred to as “Shenzhen-Hong Kong Stock Connect Taxation Policy”). Pursuant to the “Shenzhen-Hong Kong Stock Connect Taxation Policy,” personal income tax will be temporarily exempted for transfer spread income derived from investment by mainland individual investors in stocks listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect from December 5, 2016 to December 4, 2019. Enterprise income tax will be levied according to law on price difference (included in total income) derived from investment by mainland enterprise incomes in stocks listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect.

For dividends and bonus income obtained by mainland individual investors investing in H stocks listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the H-stock companies shall apply to CSDCC for provision by CSDCC to the H-stock companies register of mainland individual investors, and personal income tax shall be withheld by CSDCC at the tax rate of 20%. Individual investors who have paid withholding tax overseas may apply for tax credit to the competent tax authority of CSDCC by producing the tax credit document. For dividends and bonus income obtained by mainland securities investment funds investing in stocks listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, personal income tax will be levied according to the foresaid provisions.

Enterprise income tax will be levied according to law on dividend and bonus income (included in total income) obtained by mainland enterprise incomes from investing in stocks listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect. In particular, enterprise income tax will be exempted according to law for dividend and bonus income obtained by mainland resident



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**APPENDIX III**

**TAXATION AND FOREIGN EXCHANGE**

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enterprises which hold H stocks for at least 12 consecutive months. The H-stock companies listed on Hong Kong Stock Exchange shall apply to CSDCC for provision by CSDCC to the H-stock companies register of mainland individual investors, and the H-stock companies will not withhold dividend and bonus income tax for mainland enterprise incomes. The tax payable shall be declared and paid by the enterprises themselves.

**PRC Stamp Duty**

Under the Provisional Regulations of the PRC Concerning Stamp Duty (《中華人民共和國印花稅暫行條例》) amended on January 8, 2011 and the Rules for Implementation of Provisional Regulations of the PRC Concerning Stamp Duty (《中華人民共和國印花稅暫行條例施行細則》) came into effect on October 1, 1988, PRC stamp duty is imposed on documents that are legally binding in the PRC and governed by the PRC laws. Therefore, PRC stamp duty does not apply to acquisitions or dispositions of H shares outside PRC.

**Estate Duty**

The PRC currently has not imposed any estate duty.

**MAJOR TAXATION OF THE COMPANY IN THE PRC**

**Enterprise Income tax**

Under the CIT Law published on March 16, 2007 and subsequently amended and came into effect on February 24, 2017. The enterprise income tax rate in the PRC was reduced to 25% and is in line with the rate applicable to foreign investment enterprises and foreign enterprises.

In accordance with to the Notice on Issues of Tax Policies Concerning In-depth Implementation of Western China Development Strategy (《財政部、海關總署、國家稅務總局關於深入實施西部大開發戰略有關稅收政策問題的通知》) (Cai Shui [2011] No. 58) and the Announcement of SAT on Issues of Enterprise Income Tax Concerning In-depth Implementation of Western China Development Strategy《關於深入實施西部大開發戰略有關企業所得稅問題的公告》 (SAT Announcement [2012] No.12) implemented on January 1, 2011, and the Announcement on Issues of Enterprise Income Tax Concerning Implementation of Catalogue of Encouraged Industries in Western China《關於執行<西部地區鼓勵類產業目錄>有關企業所得稅問題的公告》) (SAT Announcement [2015] No. 14) implemented by SAT on October 1, 2014, certain subsidiaries of the Company enjoy the tax preferential policy which the encouraged enterprise located in the Western China shall be taxed on enterprise income tax of 15%.

**Value-added Tax**

According to the PRC Provisional Regulations on Business Tax (《中華人民共和國營業稅暫行條例》) (abolished) amended on November 10, 2008 and implemented on January 1, 2009, enterprises and individuals that provide labor services, transfer intangible assets or sell real estate within the territory of the PRC as specified by such regulations are subject to business tax.



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**APPENDIX III**

**TAXATION AND FOREIGN EXCHANGE**

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Pursuant to the Pilot Reform for Transition from Business Tax to Value-added Tax (“VAT”) (《營業稅改徵增值稅試點方案》) (Cai Shui [2011] No. 110) promulgated by the MOF and SAT, effective on November 16, 2011, starting from January 1, 2012, the State started the pilot taxation reform of collecting VAT in lieu of business tax in certain regions (including Shanghai and Beijing) and in certain pilot industries (including transportation and certain modern service industries). The MOF and SAT further notified that the aforesaid pilot reform for the transition from business tax to VAT will be implemented nationwide since August 1, 2013.

Under the Announcement of SAT on Issues Concerning Value-Added Tax During the Pilot Reform for Replacing Business Tax with Value-Added Tax (《關於營業稅改徵增值稅試點期間有關增值稅問題的公告》) (SAT Announcement [2015] No.90) published by SAT on December 22, 2015 and came into effect on February 1, 2016, tower site service shall be taxed on 6%; DAS site value-added service shall be taxed on 6% and DAS site infrastructure service shall be taxed on 11%. Pursuant to Notice on Adjusting Value-added Tax Rates issued by the MOF and SAT (《關於調整增值稅稅率的通知》) (Cai Shui [2018] No. 32) promulgated on April 4, 2018 and effective from May 1, 2018, the tax rate of taxable sales activities shall be adjusted to 16% or 10%.

Pursuant to Notice on Implementing the Pilot Reform for Transition from Business Tax to Value-added Tax Nationwide issued by the MOF and SAT (《關於全面推開營業稅改徵增值稅試點的通知》) (Cai Shui [2016] No. 36) promulgated on March 23, 2016 and effective from May 1, 2016, from May 1, 2016 onwards, the pilot reform for the transition from business tax to VAT (“Business Tax to VAT”) is implemented nationwide, and the financial industry is included in such pilot and is required to pay VAT instead of Business Tax. Pursuant to the Implementation Measures for Transition from Business Tax to Value-added Tax (《營業稅改徵增值稅試點實施辦法》), unless otherwise provided in the implementation measures, the tax rate is generally 6% for tax payers who conducted taxable behaviors.

## **HONG KONG**

### **Tax on Dividends**

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by us.

### **Capital Gains and Profit Tax**

No tax is imposed in Hong Kong in respect of capital gains from the sale of H Shares. However, trading gains from the sale of the H Shares by persons carrying on a trade, profession or business in Hong Kong, where such gains are derived from or arise in Hong Kong from such trade, profession or business will be subject to Hong Kong profits tax, which is currently imposed at the maximum rate of 16.5% on corporations and at the maximum rate of 15% on unincorporated businesses. Certain categories of taxpayers (for example, financial institutions, insurance companies and securities dealers) are likely to be regarded as deriving trading gains rather than capital gains unless these taxpayers can prove that the investment securities are held for long-term investment purposes. Trading

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**APPENDIX III**

**TAXATION AND FOREIGN EXCHANGE**

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gains from sales of H Shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H Shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

**Stamp Duty**

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.1% on the higher of the consideration for or the market value of the H Shares, will be payable by the purchaser on every purchase and by the seller on every sale of Hong Kong securities, including H Shares (in other words, a total of 0.2% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed duty of HK\$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

**Estate Duty**

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong, pursuant to which no Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application of a grant of representation in respect of holders of H Shares whose deaths occur on or after February 11, 2006.

**FOREIGN EXCHANGE CONTROL OF THE PRC**

The lawful currency of the PRC is the Renminbi, which is currently subject to foreign exchange control and is not freely convertible into foreign exchange. The SAFE under the PBOC is responsible for administration of all matters relating to foreign exchange, including the enforcement of foreign exchange control regulations.

In accordance with the Notice of the State Council on Further Reforming the Foreign Exchange Management System (《關於進一步改革外匯管理體制的通知》) (Guo Fa [1993] No. 89 (abolished)) issued by the State Council, since January 1, 1994, the conditional convertibility of Renminbi in current account items and the unified exchange rate has been implemented, and the official Renminbi exchange rate and the market rate for Renminbi have been unified. The former dual exchange rate system for Renminbi had been abolished and a unitary and managed floating rate based on market demand and supply was introduced. The PBOC set and published daily the medium price of Renminbi against the U.S. dollar and the exchange rates of Renminbi against other major currencies in reference to the changes in the international foreign exchange markets, which was permitted to float to a certain extent in foreign exchange transactions.

On January 29, 1996, the State Council promulgated new Regulations of the PRC for Foreign Exchange Control (《中華人民共和國外匯管理條例》) (hereinafter referred to as the “Foreign Exchange Control Regulations”) which became effective on April 1, 1996. The Foreign Exchange Control Regulations classifies all international payments and transfers into current account items and

capital account items. Most of the current account items are no longer subject to SAFE’s approval, while capital account items still are. The Foreign Exchange Control Regulations were subsequently amended on January 14, 1997 and August 5, 2008. The latest amendment to the Foreign Exchange Control Regulations clearly states that the State will not impose any restriction on international current account payments and transfers.

On June 20, 1996, the PBOC promulgated the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》) (Yin Fa [1996] No. 210) (hereinafter referred to as the “Settlement Regulations”) which became effective on July 1, 1996. The Settlement Regulations abolished the remaining restrictions on convertibility of foreign exchange under current account items, while retaining the existing restrictions on foreign exchange transactions under capital account items.

According to the Announcement on Improving the Reform of the Renminbi (《關於完善人民幣匯率形成機制改革的公告》) (PBOC Announcement [2005] No. 16), issued by the PBOC on July 21, 2005, the PRC began to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of currencies. The Renminbi exchange rate was no longer pegged to the U.S. dollar. The PBOC would publish the closing price of the Renminbi against foreign currencies such as the U.S. dollar in the inter-bank foreign exchange market after the closing of the market on each business day, which would be used as the central parity for Renminbi transactions on the following business day.

Starting from January 4, 2016, the PBOC introduced over-the-counter transactions into the inter-bank spot foreign exchange market for the purpose of improving the formation mechanism of the central parity of Renminbi exchange rates, and the practice of matching was kept at the same time. In addition, the PBOC introduced the market-maker rule to provide liquidity to the foreign exchange market. On July 1, 2014, the PBOC further improved the market-oriented formation mechanism of the RMB exchange rate by authorizing the China Foreign Exchange Trade System to make inquiries with the market makers before the inter-bank foreign exchange market opens every day for their offered quotations which are used as samples to calculate the central parity of the RMB against the USD, and announce it at 9:15 a.m. on each business day.

On August 5, 2008, the State Council promulgated the revised Regulations of the PRC for Foreign Exchange Control (《中華人民共和國外匯管理條例》) (hereinafter referred to as the “Revised Foreign Exchange Control Regulations”), which have made substantial changes to the foreign exchange supervision system of the PRC. First, the Revised Foreign Exchange Control Regulations have adopted an approach of balancing the inflow and outflow of funds. Foreign exchange income received overseas can be repatriated or deposited overseas, and foreign exchange and foreign exchange settlement funds under the capital account are required to be used only for purposes as approved by the competent authorities and foreign exchange administrative authorities. Second, the Revised Foreign Exchange Control Regulations have improved the mechanism for determining the RMB exchange rate based on market supply and demand. Third, the Revised Foreign Exchange Control Regulations have enhanced the monitoring of cross-border foreign currency fund flows. In the event that revenues and costs in connection with international transactions suffer or may suffer a

material imbalance, or the national economy encounters or may encounter a severe crisis, the State may adopt necessary safeguard or control measures. Fourth, the Revised Foreign Exchange Control Regulations have enhanced the supervision and administration of foreign exchange transactions and grant extensive authorities to the SAFE to enhance its supervisory and administrative powers.

Pursuant to the relevant State rules and regulations, all of the foreign exchange revenue of the PRC enterprises from the current account transactions may be retained or sold to financial institutions operating a foreign exchange sale or settlement business. Foreign exchange income from loans granted by overseas entities or from the issuance of bonds and shares is not required to be sold to, but may be deposited in foreign exchange accounts at, designated foreign exchange banks.

PRC enterprises (including foreign investment enterprises) which need foreign exchange for transactions relating to current account items may, without the approval of the SAFE, effect exchange and payment from their foreign exchange accounts or at the designated foreign exchange banks, on the strength of valid receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, on the strength of resolutions of the board of directors or the shareholders' meeting approving the distribution of profits, effect exchange and payment from their foreign exchange accounts or convert and pay dividends at the designated foreign exchange banks.

The Decisions of the State Council on Matters including Canceling and Adjusting a Batch of Administrative Approval Items (《國務院關於取消和調整一批行政審批項目等事項的決定》) (Guo Fa [2014] No.50) promulgated on October 23, 2014 has canceled the approval requirement of the SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into RMB domestic accounts.

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《關於境外上市外匯管理有關問題的通知》) (Hui Fa [2014] No.54) issued by the SAFE on December 26, 2014, a domestic issuer shall, within 15 business days from completion of its initial public offering overseas, register the overseas listing with the SAFE's local branch at the place of its incorporation. The proceeds from an overseas listing of a domestic issuer may be remitted to a domestic account or deposited overseas, and the use of the proceeds shall be consistent with the content of the prospectus and other disclosure documents. The conversion of proceeds remitted to the domestic account into RMB shall be approved by the local SAFE branch.

Pursuant to the Circular on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《關於改革和規範資本項目結匯管理政策的通知》) (Hui Fa [2016] No. 16) promulgated by the SAFE on June 9, 2016, discretionary settlement of foreign exchange capital income can be settled at the banks based on the actual operating needs of the domestic companies. The proportion of discretionary settlement of foreign exchange capital income for domestic companies is temporarily set at 100%. The SAFE may timely adjust the above proportion in based on international balance of payments.

**OVERVIEW**

Our businesses are subject to relevant PRC policies, laws and regulations and are under supervision of government authorities. Such laws, regulations and policies mainly govern areas such as the operation and management of the telecommunications tower infrastructure industry. Besides, all our business operation in the PRC are subject to general laws and regulations regarding work safety, environmental protection, intellectual property as well as labor and personnel. Any violation of those laws and regulations may have an adverse impact on our business operation and future development.

**PRINCIPAL REGULATORY AUTHORITIES**

The NDRC formulates and implements major policies concerning the economic and social development of the PRC, examines and approves investment projects exceeding certain capital expenditure amounts or investment projects in specified industry sectors (including examination and approval of foreign investment projects), supervises reform of state-owned enterprises, and formulates industrial policies and investment guidelines for all industries including the communication infrastructure industry.

The SASAC is authorized to perform investor’s responsibilities, supervise and manage enterprises (excluding central financial institutions and other special industries) under the supervision of the central government on behalf of the state.

The MIIT is responsible for researching and making industrialization development strategies and policies, formulating and implementing industry development plan and industry policies; preparing and implementing plans of communication infrastructure construction, and undertaking planning and coordination involving communication infrastructure.

The MHURD is responsible for preparing and implementing urban-rural planning; formulating policies, rules and regulations for urban-rural planning; preparing nationwide urban-rural system planning jointly with the relevant departments; reviewing, approving and supervising implementation of urban general planning and provincial town system planning; and participating in review of land use general planning pursuant to laws.

The Ministry of Emergency Management is responsible for comprehensive supervision and management of safety production and supervision and management of safety production of industry, mining commercial and trading industries.

The Ministry of Ecology and Environment is responsible for compiling and implementation of ecological environment policies, plans and standards, and is solely responsible for ecological environment monitoring and law enforcement, regulating pollution control and nuclear and radiation safety, and organizing inspections of central authorities on environmental protection.

The Ministry of Natural Resources is responsible for overseeing the development and protection of natural resources, setting up, supervising and implementing a spatial planning system, performing responsibilities of owners of all and various natural resources assets by the whole people, unifying research and right confirmation and registration, establishing a system for paid use of natural resources, and is responsible for management of surveying and geological exploration industries.

## **RELEVANT REGULATIONS**

### **Regulations on the Telecommunications Tower Infrastructure Industry**

Telecommunications Regulations of the PRC (《中華人民共和國電信條例》) were promulgated on September 20, 2000, implemented on September 25, 2000, and subsequently revised on July 29, 2014 and February 6, 2016, regulates the telecommunications market, telecommunications service, telecommunications construction, telecommunications safety and penalty, and it is the basic regulatory document to regulate the telecommunications activities or activities in respect of telecommunications engaged in the PRC. Competent department of the information industry under the State Council implements supervision and administration of nation-wide telecommunications industry. Telecommunications authorities of province, autonomous region or municipality implement supervision and management over telecommunications industry of their administrative region under the leadership of the competent department of information industry under the State Council. The Telecommunications Business Operation License issued by the competent department of the information industry under the State Council or telecommunications authorities of province, autonomous region or municipality shall be approved for telecommunications business operation. Telecommunications business is divided as basic telecommunications business and value-added telecommunications business. Basic telecommunications business refers to businesses of providing public network infrastructure, public information transmission and basic voice communication services. Value-added telecommunications business refers to businesses of providing telecommunications and information services through public network infrastructure. MIIT published and implemented the Telecommunications Industry Classification Catalogue (2015 version) (《電信業務分類目錄(2015年版)》) on March 1, 2016, which specifically classifies the basic telecommunications business and the value-added telecommunications business.

In accordance with the Emergency Notice on the Facilitating of the Joint Construction and Sharing Telecommunications Infrastructure (《關於推進電信基礎設施共建共享的緊急通知》) (MIIT Lian Tong [2008] No. 235) published and implemented by MIIT and State-owned Assets Supervision and Administration Commission of the State Council on October 1, 2008, the state establishes a nationwide telecommunication infrastructure joint construction and sharing leading group, which is responsible for guiding the co-ordination of the joint construction and sharing of nationwide telecommunication infrastructure and deciding the relevant material matters. Telecommunication management departments of provincial (regional and municipal) co-ordinate and establish a provincial joint construction and sharing co-ordination authority, which is responsible for proposing relevant requirements of joint construction and sharing within the province, coordinating and deciding the relevant matters within the province. The notice requires that the existing towers and poles must be co-used, the newly-built towers and poles must be co-constructed, other qualified base station facilities and transmission circuits, and prohibits to enter into exclusive agreement when leasing facilities from third-party. In view of the newly-built tower in the same location and newly-built poles



in the same road without the consent of the provincial coordination authority; existing tower and pole qualified for sharing but refuse to make open for sharing; new-built tower and pole shall be co-constructed but newly-built independently without authorization; entering into exclusive agreement when leasing facilities from third-party; reporting false information, MIIT, SASAC or the delegated provincial (regional and municipal) telecommunications management department will handle seriously, and recommend its superior authorities to publish the relevant responsible person subject to the seriousness of violation. The staff removed and dismissed due to the above reasons shall not be employed within three years.

Under the Implementation Opinions on Issues Concerning Power Supply During Joint Construction and Sharing of Telecommunications Infrastructure (《關於電信基礎設施共建共用中供電有關問題的通知》) (Dian Jian Ban [2009] No. 26) published and implemented by the former State Electricity Regulatory Commission and MIIT on July 15, 2009, grid enterprises at all levels shall actively create conditions for supporting joint construction and sharing of telecommunications infrastructure and protecting the power supply of telecommunications facilities, as well as providing convenience as far as possible for power supply service in relation to co-construction and sharing of telecommunications infrastructure. It shall not be deemed as transfer of power supply and no longer otherwise entering into transfer of power supply agreement when using electricity for infrastructure between the leasing of basic telecommunications enterprises, but it shall be filed to the local grid enterprises for the relevant leasing. For the electricity of telecommunications infrastructure such as towers, poles, shelters and base stations joint constructed and shared between the basic telecommunications enterprises, the basic telecommunications enterprises can be coordinated to assign one of the enterprises to be responsible for enter into power supply contract with grid enterprise and the electricity charges shall be settled centralized. The electricity charges shall be executed in accordance with the electricity pricing policies regulated by the State.

In accordance with the Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2015 (《關於2015年推進電信基礎設施共建共享的實施意見》) (MIIT Lian Tong [2014] No. 586) published and implemented by MIIT and SASAC on December 26, 2014, China Tower Corporation Limited shall be included in the leading group and office of nationwide telecommunications infrastructure joint construction and sharing, and the provincial tower companies shall be included in the provincial joint construction and sharing coordination authority. Tower companies shall enhance the construction capabilities, as well as satisfy the construction demands of the three basic telecommunications enterprises reasonably, equally and effectively. Tower companies shall co-ordinate demands of parties, reform and utilize stock resources in advance and no longer build in principle if it can be shared when they construct the above facilities. The Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2016 (《關於2016年推進電信基礎設施共建共享的實施意見》) (MIIT Lian Tong [2016] No.142) published and implemented by MIIT and SASAC on April 15, 2016 required further cooperation between the tower company and telecommunications service providers. In accordance with the Implementation Opinions on the Promotion of Joint Construction and Sharing of Telecommunications Infrastructure in 2017 (《關於2017年推進電信基礎設施共建共享的實施意見》) (MIIT Lian Tong Xin [2017] No. 92) published and implemented by MIIT and SASAC on April 28, 2017, provincial (regional and municipal) telecommunications management departments are encouraged to include construction entities such as third-party tower operating enterprises and broadband access network pilot enterprises in the corresponding joint construction and sharing

coordination institution, as well as further improve joint construction and sharing coordination mechanism. Tower companies shall strengthen planning connection, reasonably co-ordinate the construction demands for the above facilities of the basic telecommunications enterprises, focus on enhance construction capabilities and timely delivery rate; fully integrate resources, reform and utilize stock facilities in advance, no longer build in principle if it can be shared, continue to enhance co-construction and sharing level; shall timely give feedback to the basic telecommunications enterprises if lack of undertaking capabilities or unable to deliver the construction demands as per agreement.

Under the Guiding Opinions Concerning Strengthening the Energy-Saving and Emission Reduction of Information Telecommunications Industry under the 13th Five-year Plan (《關於加強「十三五」信息通信業節能減排工作的指導意見》) (MIIT Jie [2017] No. 77) published and implemented by MIIT on April 19, 2017, efforts shall be made to deepen the sharing construction and utilization of infrastructure resources, well formulate the special plans for urban communication infrastructures, strengthen sharing construction and utilization of telecommunications pipelines, poles, towers, base station shelters, optic cables and telecommunications facilities of residential community and realize intensive construction of telecommunications infrastructure; increase the depth and breadth of sharing construction and utilization of infrastructure, explore cross-industry sharing construction and utilization, and optimized the energy-saving effect of sharing construction and utilization.

Under the Measures for the Calculation of the Economic Losses of Damage to Public Telecommunications Facilities (《公用電信設施損壞經濟損失計算方法》) (Fa Shi [2004] No. 21) published and implemented by the Supreme People’s Court, the Supreme People’s Procuratorate, MIIT and the Ministry of Public Security on August 28, 2014, the economic losses arising from the damages to public telecommunications facilities due to theft, damage and other factors within the territory of the People’s Republic of China shall be calculated according to these measures, the economic losses of damages to public telecommunications facilities mainly include the losses arising from public telecommunications facilities recovery, operating losses arising from communication interrupt and other losses arising from communication interrupt. The losses arising from public telecommunications facilities recovery refer to temporary emergency repair after damage to public telecommunications facilities, the sum of various recover expenses required for formal restoration, including labor costs, machinery usage costs, meter usage costs, dispatch costs, compensation costs, facilities and equipment replace costs. The operating losses arising from communication interrupt refer to the sum of operating losses arising from the communication interrupt resulting from damage to public telecommunications facilities, including losses arising from communication interrupt due to trunk optical transport network, losses arising from communication interrupt due to metropolitan area/local optical transport network and the losses arising from communication interrupt due to access network. Other losses arising from communication interrupt refer to the sum of other losses excluding operating losses of communication resulting from communication interrupt due to damage to public telecommunications facilities, including losses such as compensation costs paid to subscribers of telecommunications by the basic telecommunications enterprises legally.



Under the notice on Strengthening the Planning of Urban Communication Infrastructure (《關於加強城市通信基礎設施規劃的通知》) (Jian Gui [2015] No. 32) implemented by the MOHURD and MIIT on September 8, 2015, to vigorously promote construction of urban communication infrastructure, support the healthy development of the information and communications industry, accelerate the development of “Internet +” development, and promote the coordinated development of industrialization, informatization and urbanization, since January 1, 2016, competent departments of the communications industry in all places in conjunction with the urban and rural planning departments are required to commence formulation of special plans for communication infrastructure. The special plans should scientifically forecast various types of communication users on the basis of the overall urban planning, population distribution and information development planning and co-ordinate all kinds of communication channels, broadband network construction and construction timing based on urban development layout, population distribution and information development plans to fully consider connection with underground integrated corridor construction and rational distribution of all types of communication facilities such as communication cables, communication bureau rooms and base stations. By the end of 2016, all major cities and mega-cities should complete the special plans for communication infrastructure, while other cities should complete formulation of special plans by the end of 2017. The relevant contents of the special plans for communication infrastructure should be included in the relevant controlled detail planning. All places shall plan the construction of communication pipelines, base stations and towers in advance when commence the planning of road transportation, underground pipeline consolidated plan and green belt construction for coordination and consideration, fully connection and construction simultaneously.

The Notice on Strengthen Wireless Communication Tower Site Land and Planning and Management (《關於加強移動通信鐵塔站址用地及規劃管理工作的通知》) (MIIT Lian Tong Xin [2017] No. 234) published and implemented by MIIT, Ministry of Land and Resources (now known as the Ministry of Natural Resources) and the MOHURD on September 21, 2017, it requires to accelerate the “Speedy, Wireless, Safety, Ubiquitous” new-generation information infrastructure, and legally advances the construction of public infrastructure of wireless communication tower sites; improve the existing wireless communication tower site lands and planning procedures; optimize and simplify work processes, create convenience conditions, support and regulate construction of newly-built tower sites, promote the coverage and service level of wireless communication network, strengthen planning of tower sites, intensify and ascertain the bottom figure, advance the planning preparation, strengthen the protection of wireless telecommunications tower site land, coordinate the planning of land use plan; strengthen the implementation of land use requirements, properly solve historical issues, every departments shall also understand and strengthen coordination together, establish a long-effect work mechanism and focus on simplify the work process.

### Regulations on Operation and Management

The Ministry of Information Industry (now known as MIIT), State Development Planning Commission (now known as NDRC) implemented the Measures for the management of Telecommunications Construction (《電信建設管理辦法》) on February 1, 2002, which regulates the development and planning of telecommunications industry, preparation and management of enterprise planning, approval of telecommunications network construction project, market management and relevant penalties of telecommunications construction. The new construction, reconstruction and expansion of public telecommunications networks, special telecommunications networks as well as radio and television transmission networks within the territory of the PRC, shall satisfy the requirements under the Measures.

The Ministry of Information Industry (now known as MIIT) published and implemented the Specification for Telecommunications Services (《電信服務規範》) (MIIT Order [2005] No. 36) on April 20, 2005. The telecommunications business operator who operates telecommunications business in accordance with the law of the PRC to provide telecommunications services shall satisfy the service quality indicators and communication quality indicators required by the Specification.

The Administrative Measures for Telecommunications Business Operation (《電信業務經營許可管理辦法》) (MIIT Order No. 42) were considered and approved by MIIT on June 21, 2017 and implemented on September 1, 2017. The application for, examination and approval of and administration of a telecommunications business operation permit (hereinafter referred to as the business permit) within the territory of the PRC shall be governed by these Measures. The telecommunications business may be operated only after a business permit has been obtained from the telecommunications administrative department according to law. In the operation of the telecommunications business, a telecommunications operator shall abide by the provisions of its business permit, and accept and cooperate in the supervision and administration conducted by the telecommunications administrative department. A telecommunications operator operating the telecommunications business according to the provisions of its business permit shall be protected by the law of the state. For the one which is to engage in the basic telecommunications business shall satisfy the following conditions: (1) the operator shall be a legally established company specialized in the basic telecommunications business, and the state-owned equity interests or shares of the company shall not less than 51%; (2) has business development research report and network building technology plan; (3) has relevant fund and professional personnel for engaging operating activities; (4) has sites, facilities and the corresponding resources for engaging the operating activities; (5) has creditworthiness or capabilities for providing long-term services to users; (6) for operate in province, autonomous region, municipality, the minimum registered capital shall be RMB100 million; for operate in nationwide or beyond a province, autonomous region, municipality, the minimum registered capital shall be RMB1 billion; (7) company and its major investors and major operating management have not been listed in the telecommunications business operation dishonest list; (8) other conditions required by the State. For the one which is to engage in the value-added telecommunications business shall satisfy the following conditions: (1) the operator shall be a legally established company; (2) has relevant fund and professional personnel for engaging operating activities; (3) creditworthiness or capabilities for providing long-term services to users; (4) for operate in province, autonomous region, municipality, the minimum registered capital shall be RMB1 million; for operate in nationwide or

beyond a province, autonomous region, municipality, the minimum registered capital shall be RMB10 million; (5) necessary sites, facilities and technology plans; (6) company and its major investors and major operating management have not listed in the telecommunications business operation dishonest list; (7) other conditions required by the State.

The Measures for the Administration of Tendering and Bidding for Communications Construction Projects (《通信工程建設項目招標投標管理辦法》) (MIIT Order No. 27) considered and approved by MIIT on April 23, 2014 and implemented on July 1, 2014, which regulates the tendering and bidding activities for communication works construction projects within the territory of the PRC. The so-called communication works construction project refers to communication works and the goods and services relating to communication works construction. Among these, communication works include the new construction, reconstruction, expansion, demolition and other construction of communication facilities or communication network; goods relating to communication works construction refer to necessary equipment and materials, etc. which are indivisible components of communication works necessary for achieving the basic functions of communication works; and services relating to communication works refer to services such as the survey, design, supervision and management necessary for completion of communication works.

### **Work Safety**

The Work Safety Law of the PRC (《中華人民共和國安全生產法》) was considered and approved by the Standing Committee of the NPC on June 29, 2002 and subsequently revised on August 27, 2009 and August 31, 2014. Entities which engage in production and business operations must observe this work safety law and other laws and regulations concerning work safety, strengthen the administration of work safety, establish and improve the system of responsibilities for work safety, and perfect the conditions for work safety to guarantee the work safety. Relevant authorities of the State Council supervise and manage the work safety in their respective scope of administration according to this work safety law and other applicable laws and administrative regulations, while local people’s government authorities above county level supervise and manage the work safety of construction works in their respective scope of administration according to this work safety law and other applicable laws and administrative regulations.

Provisions on the Administration of Work Safety of Telecommunications Construction Projects (《通信建設工程安全生產管理規定》) (MIIT Tong Xin [2015] No. 406) was published by MIIT on June 13, 2008 and subsequently amended on November 16, 2015 and implemented on January 1, 2016. Entities which engage in activities such as new construction, reconstruction and expansion of public telecommunications networks and the ancillary facilities, implement work safety of communication projects and the building, survey, design, construction and supervision of communication construction projects shall comply with laws and regulations for work safety and these provisions, implement national standards and industry standards that ensure work safety, promote work safety standardization construction, ensure work safety of communication project construction, and bear the responsibility of work safety according to law.

Provisions on Quality Supervision and Management of Communication Projects (《通信工程品質監督管理規定》) (Ministry of Information Industry Order No.18) published by the Ministry of Information Industry (now known as MIIT) on December 19, 2001 and implemented on February 1, 2012, regulates the building, survey and design, construction, system integration, user pipeline construction and supervision of communication projects in the territory of the PRC, and strengthens the supervision and management of the quality of communication projects to ensure the quality of communication projects.

Manufacturers and construction entities of communication infrastructure in the PRC are subject to the Work Safety Law of the People’s Republic of China (《中華人民共和國安全生產法》) and the above mentioned Provisions on the Administration of Work Safety of Telecommunications Construction Projects (《通信建設工程安全生產管理規定》). Relevant authorities of the State Council and local government authorities supervise and manage the work safety of construction works in their respective scope of administration according to the Work Safety Law and other applicable laws and administrative regulations.

### **Environmental Protection**

Environmental protection laws and regulations imposed on communication infrastructure constructors in the PRC mainly include the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) (promulgated and implemented on December 26, 1989, amended and passed on April 24, 2014, and implemented on January 1, 2015); the Law for Prevention and Control of Atmospheric Pollution of the PRC (《中華人民共和國大氣污染防治法》) (promulgated on September 5, 1987, first amended on August 29, 1995 and April 29, 2000, second amended on August 29, 2015, and implemented since January 1, 2016); the Law for Prevention and Control of Water Pollution of the PRC (《中華人民共和國水污染防治法》) (promulgated on May 11, 1984 and subsequently amended on May 15, 1996 and February 28, 2008); the Law for Prevention and Control of Environmental Pollution by Solid Waste of the PRC (《中華人民共和國固體廢物污染環境防治法》) (promulgated on October 30, 1995 and amended on December 29, 2004, June 29, 2013, April 24, 2015 and November 7, 2016); and the Law for Cleaner Production Promotion of the PRC (《中華人民共和國清潔生產促進法》) (promulgated on June 29, 2002 and amended on February 29, 2012 and implemented on July 1, 2012).

The types and severity of sanctions enforced on entities violating environmental protection law depend on the seriousness of the pollution and the breach committed. Such sanctions include warnings, penalties, and remedies in a limited time period, cessation of operation or closure of business. Such entities are also required to indemnify the unit or individual which has suffered direct losses. Any person being held liable directly for any serious pollution incidents resulting in material losses of public or private property or casualties shall be subject to criminal liabilities.

Protecting the environment is a fundamental national policy of the State. The State shall adopt economic and technological policies and measures conducive to economically and cyclically utilizing resources, protecting and improving the environment and enhancing the harmony between mankind and the nature so as to coordinate economic and social development with environmental protection. The relevant departments of the State Council and the local people’s governments at or above the municipal level with districts as well as the relevant departments thereof shall, in the process of working out the relevant programs concerning the use of land and the programs for building, developing and utilizing the areas, drainage areas or sea areas, conduct environmental impact appraisals, draft chapters or explanations concerning environmental impacts. In the chapters or explanations of the programs concerning environmental impacts, an analysis, prediction and appraisal of the environment impacts of the program after it is implemented shall be made, and countermeasures shall be put forward for preventing or mitigating the unfavorable environmental impacts. Such chapters or explanations shall form a part of the draft of the programs and shall be reported to the organ in charge of the examination and approval of the programs. The examination and approval organ may not approve any draft of program which have not prepared a chapter or explanation of the environmental impacts.

With regard to the relevant special programs of industry, agriculture, animal husbandry, forestry, energy, water conservancy, transportation, municipal construction, tourism, and natural resources development, the relevant departments of the State Council and the local people’s government of the cities with districts as well as the relevant departments thereof shall, prior to reporting the draft of the special program for examination and approval, organize appraisals of environmental impacts, and submit a report of environmental impacts to the organ in charge of the examination and approval of the special program.

Under the Environmental Impact Assessment Classification Management Catalogue of Construction Project (《建設項目環境影響評價分類管理目錄》) (Ministry of Environmental Protection Order No. 44) published by the Ministry of Environmental Protection on June 29, 2017 and implemented on September 1, 2017, the environmental impact assessment classification of wireless telecommunications construction project is adjusted to environmental impact registration table from the environmental impact report table. Under the Memorandum on Communication Base Station Environmental Protection (《通信基站環境保護工作備忘錄》) (Huan Ban Fu She Han [2017] No. 1990) published by the former Office of Ministry of Environmental Protection on December 20, 2017, each TSPs is the owner of antenna devices, and also the producer of environmental impact from communication base station electromagnetic radiation, and shall legally comply perform the filing procedure of environmental impact registration. In respect of the communication base station installed with antenna on the site of a tower company, each TSPs shall jointly entrust a tower company in written to perform the environmental impact registration table filing procedure. However, if there is any violation of the relevant requirements under the Management Measures of Filing for Environmental Impact Registration Table of Construction Project (《建設項目環境影響登記表備案管理辦法》) (Ministry of Environmental Protection Order No. 41) occurs, under the law, the TSPs of the antennas shall assume the legal responsibility. The TSPs of other communication base stations shall be responsible for performing the environmental impact registration table filing procedure. Each TSPs

and tower companies shall perform evaluation on the site selection of communication base stations, newly-built or expanded antennas by itself in accordance with the above terms, and perform the environmental impact registration table filing procedure after predicting that the relevant environmental impact standards can be met.

### **Intellectual Property**

According to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the Standing Committee of the NPC on March 12, 1984 and subsequently amended on September 4, 1992, August 25, 2000 and December 27, 2008, respectively and its implementation rules, patents of invention and utility model and exterior design are entitled to legal protection. Only inventions and utility models which are original, creative and practicable shall be granted patents. For exterior design, patent will only be granted to new design, and there shall be no patent application from other unit or individual being submitted to the patent administrative department of the State Council before the relevant date of application and recorded in the patent document published after the date of application. The patents for invention, utility model and exterior design shall be valid for 20 years, 10 years and 10 years, respectively, commencing from the date of application.

According to the Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by the Standing Committee of the NPC on August 23, 1982 and subsequently revised on February 22, 1993, October 27, 2001 and August 30, 2013, and its implementation rules, trademark shall be registered upon the approval of the Trademark Office. Registered trademarks include commodity trademarks, service trademarks, collective trademarks and certificate trademarks. Owners of the registered trademarks are entitled to the exclusive right to use the trademark with legal protection. A registered trademark shall be valid for 10 years starting from the date of registration. Any registered owner of the trademarks who desires to use the registered trademark continuously after the expiry date shall apply for the renewal of registration in accordance with laws within 12 months before the expiry date. Where no application has been filed within the said period, a grace period of six months may be allowed. The validity period for each renewal shall be ten years commencing from the next day after the expiry of the previous validity period.

### **Labor and Personnel**

The Labor Law of the PRC (《中華人民共和國勞動法》) (implemented since January 1, 1995 and amended on August 27, 2009), the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) (implemented since January 1, 2008 and amended on December 28, 2012) and the Regulation on the Implementation of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) (implemented since September 18, 2008) regulate the relationships between employers and their employees as well as the entering, execution, performance, modification, withdrawal or termination of labor contracts; improve the labor contractual system, clarify the respective rights and obligations of both parties to labor contracts, and protect the legal rights of employers and employees.



The Social Insurance Law of the PRC (《中華人民共和國社會保險法》) (implemented since July 1, 2011) and the Several Provisions on Implementing the Social Insurance Law of the PRC (《實施〈中華人民共和國社會保險法〉若干規定》) (implemented since July 1, 2011) The State establishes social insurance systems such as basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance so as to protect the rights of citizens in receiving material assistance from the State and the society in accordance with the law when getting old, sick, injured at work, unemployed and giving birth. The employers and individuals within the territory of the PRC shall pay their social insurance premiums in accordance with laws.

The Regulation on the Management of Housing Provident Fund (《住房公積金管理條例》) implemented since April 3, 1999, and amended and then implemented on March 24, 2002. An employer shall go to a management center of housing provident fund to make deposit registration and go to an entrusted bank to go through the procedures for opening its employee’s housing provident fund account when approved by the Management Center of Housing Provident Fund. When employing new staff or workers, the employer shall undertake housing fund payment and deposit registration at a management center of housing provident fund within 30 days from the date of the employment, and shall go through the formalities of opening or transferring housing provident fund accounts of staff and workers at a commissioned bank with the verified documents of the management center of housing provident fund. The payment and deposit ratio of housing provident fund of the employees and the employer shall not be less than 5% of the monthly average salary in the previous year; for the cities with favorable conditions, the payment and deposit ratio can be increased appropriately. The specific payment and deposit ratio is drew up by Housing Provident Fund Management Committee (住房公積金管理委員會) and reported to the people’s government at provincial, autonomous regions and municipalities level for approval after being approved by the people’s government at the said level.

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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This appendix sets forth summaries of certain aspects of PRC laws and regulations which are relevant to the operations and business of the Company. Laws and regulations relating to taxation in the PRC are discussed separately in “*Appendix III — Taxation and Foreign Exchange.*” This appendix also contains a summary of certain Hong Kong legal and regulatory provisions, including summaries of certain major differences between PRC and Hong Kong company laws, certain requirements of the Hong Kong Listing Rules and additional provisions required by the Hong Kong Stock Exchange for inclusion in the articles of association of PRC issuers.

**THE PRC LEGAL SYSTEM**

The PRC legal system is composed of the constitution, laws, administrative regulations, local regulations, separate rules, rules and regulations of departments of the State Council, rules and regulations of local governments, autonomy regulations and separate rules of autonomous regions and international treaties of which the PRC government is a signatory. Court judgments do not constitute binding precedents, although they may be used for the purpose of judicial reference and guidance.

Pursuant to The PRC Constitution (《中華人民共和國憲法》) (hereinafter referred to as “Constitution”) and the Legislation Law of the PRC (《中華人民共和國立法法》) (hereinafter referred to as “Legislation Law”), the NPC and the Standing Committee of the NPC are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend the basic laws governing criminal and civil matters, State institutions and other matters. The Standing Committee of the NPC is empowered to formulate and amend laws other than those required by to be enacted by the NPC and to supplement and amend any parts of laws enacted by the NPC during its adjournment, provided that such supplements and amendments shall not be in conflict with the principles of such laws.

The State Council is the highest administrative organs of the state, and enacts administrative regulations under the Constitution and laws.

People’s congresses of provinces, autonomous regions and municipalities directly under the central government and their respective standing committees may formulate local regulations based on the specific circumstances and requirements of the local administrations, provided that such local regulations shall not be in conflict with the constitution, laws, and administrative regulations.

The ministries, commissions, PBOC, National Audit Office and institutions with administrative functions supervisory committee the State Council may formulate rules and regulations within the jurisdiction of their respective departments based on the laws and the administrative regulations, decisions and rulings of the State Council. Provisions of departmental rules and regulations shall be formulated for the purpose of the enforcement of the laws and administrative regulations, decisions and rulings of the State Council. The people’s governments of provinces, autonomous regions, municipalities and large cities may formulate rules and regulations based on the laws, administrative regulations and relevant local regulations.

People’s congresses of larger cities and their respective standing committees may enact local regulations based on the specific circumstances and actual needs which shall come into effect upon approval from the respective standing committees of the people’s congresses of the provinces and autonomous regions, provided that such local regulations shall not be in conflict with the constitution, laws, and administrative regulations.



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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People’s congresses of autonomous regions may enact autonomy regulations and separate rules in the light of the political, economic and cultural characteristics of the local nationalities, which shall come into effect upon approval from the Standing Committee of the NPC. Adaptations of provisions of laws and administrative regulations may be introduced to the autonomy regulations and separate rules so long as they do not contravene the basic principles of the laws or administrative regulations, and no adaptations shall be made to the specific provisions on national autonomous areas in the constitutions, national region autonomy law and other relevant laws and administrative regulations.

People’s governments of provinces, autonomous regions and municipalities directly under the central government and larger cities may formulate rules according to laws, administrative regulations and relevant local regulations.

The Constitution, enacted by the NPC, is basis of the PRC legal system and has supreme legal authority, and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations may contravene the Constitution. The significance of laws is greater than that of administrative regulations, local regulations, and rules. The significance of administrative regulations is greater than that of local regulations and rules. The significance of local regulations is greater than that of the rules of the local governments at or below the corresponding level. The significance of the rules enacted by the people’s governments of the provinces or autonomous regions is greater than that of the rules enacted by the people’s governments of the comparatively larger cities within the administrative areas of the provinces and the autonomous regions.

The NPC has the power to alter or annul any inappropriate laws enacted by its Standing Committee, and to annul any autonomous regulations or separate regulations which have been approved by its Standing Committee but which contravene the Constitution or the Legislation Law. The Standing Committee of the NPC has the power to annul any local regulation that contravenes the Constitution, laws or administrative regulations, and to annul any autonomous regulation or separate regulations which has been approved by the standing committees of the NPC of the relevant provinces, autonomous regions or municipalities directly under the central government, but which contravene the Constitution and the Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people’s congress of provinces, autonomous regions or municipalities directly under the central government have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The people’s governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people’s governments at the lower level.

According to the Constitution, the authority of the interpretation of laws shall be vested to the Standing Committee of the NPC. According to the Decision of the Standing Committee of the National People’s Congress Regarding the Strengthening of Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) passed on June 10, 1981, interpretation on the application of laws and decrees in court trails and the procuratorial work of the procuratorates shall be given by the Supreme People’s Court and the Supreme People’s Procuratorate, respectively. Interpretation of the laws and decrees unrelated to trials and procuratorial work shall be given by the State Council and the competent ministries and commissions. In the case that clarification or additional provisions shall be made for the local regulations, the standing committees of the people’s congresses of provinces, autonomous regions and municipalities directly under the central government which enacted such

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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regulations shall give the interpretation or formulate the additional provisions. Interpretation on the application of local regulations shall be given by the competent departments under the people’s government of the respective provinces, autonomous regions and municipalities directly under the central government.

**PRC JUDICIAL SYSTEM**

Under the Constitution and the Law of the PRC of Organization of the People’s Courts (《中華人民共和國人民法院組織法》) which was enacted on July 1, 1979 and last amended on October 31, 2006 and took effect on January 1, 2007, the judicial system in PRC is made up of the Supreme People’s Court, the local people’s courts, military courts and other special people’s courts.

The local people’s courts are comprised of the basic people’s courts, the intermediate people’s courts and the higher people’s courts. The basic people’s courts may be organized into civil, criminal, and economic tribunals. The intermediate people’s courts may be organized into divisions similar to those of the basic people’s courts, and may be further organized into other special divisions. The people’s courts at lower levels are subject to supervision of the people’s courts at higher levels. The Supreme People’s Court is the highest judicial organ of the PRC and it has the power to supervise the administration of justice by the local people’s courts at all levels and all special people’s courts. The people’s procuratorates also have the right to exercise legal supervision over the trial activities of people’s courts at same or lower levels.

The people’s courts adopt a “second instance as final” appellate system in the trial of the cases. A party to the case concerned may appeal against the judgment and ruling of the first instance by the local people’s courts to the people’s courts at the next higher level in accordance with the legal procedures. The people’s procuratorates may appeal to the people’s court at the next higher level in accordance with the legal procedures. In the absence of any appeal by any parties to the case concerned or any appeal by the people’s procuratorates within the stipulated period, the judgment and ruling of the first instance by the local people’s courts shall be final and legally binding. Judgments and rulings of the second instance of the intermediate people’s courts, the higher people’s courts and Supreme People’s Court and the judgments and rulings of the first instance of the Supreme People’s Court shall be the final judgments and rulings. If, however, the Supreme People’s Court or a people’s court at a higher level finds an error in a judgment which has been given in any people’s court at a lower level, or the presiding judge of a people’s court finds an error in a judgment which has been given in the court over which he presides, the case may then be retried according to the judicial supervision procedures. The death penalty shall be reported to the Supreme People’s Court for approval unless it is otherwise adjudged by the Supreme People’s Court.

The Civil Procedure Law of the PRC (《中華人民共和國民事訴訟法》) (hereinafter referred to as “PRC Civil Procedure Law”), which was adopted on April 9, 1991 and last amended on June 27, 2017 and became effective on July 1, 2017, sets forth the criteria for instituting a civil case, the jurisdiction of the people’s courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or order. All parties to a civil action conducted within the PRC must comply with the PRC Civil Procedure Law. Generally, a civil case is initially heard by a local court of the municipality or province in which the defendant resides. The parties to a contract may, by an express agreement, select a competent court where civil actions may be brought, provided that

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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the competent court has jurisdiction over either the plaintiff’s or the defendant’s place of residence, the place of execution or performance of the contract, the object of the action or locations which have substantial connections with the dispute. However, such selection cannot violate the stipulations of hierarchical jurisdiction and exclusive jurisdiction in any case.

A foreign individual or enterprise generally has the same litigation rights and obligations as a citizen or legal person of the PRC. If a foreign country’s judicial system limits the litigation rights of PRC citizens and enterprises, the PRC courts may impose the same limitations to the citizens and enterprises of that foreign country within the PRC. If any party to a civil action refuses to comply with a judgment or order made by a people’s court or an award granted by an arbitration panel in the PRC, the other party may apply to the people’s court to request for enforcement of the judgment, order or award. There are time limits imposed on the right to apply for such enforcement and the time limit is two years. If a person fails to satisfy a judgment made by the court within the stipulated time, the court will, upon application by either party, mandatorily enforce the judgment.

A party seeking to enforce a judgment or order of a people’s court against a party who is not located within the PRC and does not own any property in the PRC, may apply to a foreign court with proper jurisdiction for recognition and enforcement of the judgment or order. In the case of an application or request for recognition and enforcement of a legally effective judgment or order of a foreign court, the people’s court shall, after having examined it in accordance with the international treaties entered into or acceded to by the PRC or with the principle of reciprocity and having arrived at the conclusion that it does not contravene the primary principles of the laws of the PRC nor violates its sovereignty, security or social and public interests, recognize the validity of the judgment or order, and, if required, issue a writ of enforcement and enforce it in accordance with the relevant regulations. If the application or request contravenes the primary principles of the laws of the PRC or violates its sovereignty, security or social and public interests, the people’s court shall not recognize and enforce it.

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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**THE COMPANY LAW, SPECIAL REGULATIONS AND MANDATORY PROVISIONS OF PRC**

The PRC Company Law (《中華人民共和國公司法》) which was promulgated on December 29, 1993 by the Standing Committee of the NPC, last amended on December 28, 2013 and came into effect on March 1, 2014 regulates the organization and operation of companies and protects the legitimate rights and interests of companies, shareholders and creditors. The latest amendment to the PRC Company Law in 2013 has canceled the restriction on the minimum registered capital and replaced the registered paid-up share capital system by the registered subscribed capital system.

The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to “Special Regulations”) were promulgated by the Standing Committee Meeting of the State Council, and took effect on August 4, 1994. The Special Regulations are formulated according to the Company Law (1993) in respect of the overseas share subscription and listing of joint stock limited companies. The Mandatory Provisions were issued jointly by the former Securities Commission of the State Council and the former State Economic Restructuring Commission on August 27, 1994, prescribing provisions which must be incorporated into the articles of association of joint stock limited companies to be listed overseas. Accordingly, the Mandatory Provisions have been incorporated in the Articles of Association (which are summarized in “Appendix VI — Summary of the Articles of Association”). The term “company” as mentioned in the Appendix refers to a joint stock limited liability company established in accordance with the provisions of the PRC Company Law which is qualified for H-share issuance.

Copies of the Chinese text of the PRC Company Law, Special Regulations and the Mandatory Provisions together with copies of their unofficial English translations thereof are available for inspection as mentioned in “Appendix VIII — Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection.”

Main provisions in PRC Company Law, Special Regulations and Mandatory Provisions are summarized as follows:

**General**

A joint-stock limited liability company (hereinafter referred to as “company”) is a corporate legal person incorporated under the PRC Company Law, whose registered capital is divided into shares of equal nominal value. The liability of its shareholders is limited to the extent of the shares held by them, and the liability of the company is limited to the full amount of all the assets owned by it.

The company may invest in other enterprises. However, the Company shall not become a capital contributor that shall bear the joint liabilities for the debts of the enterprise it invests in, unless it is otherwise provided for by any law. A state-owned enterprise that is restructured into a company must comply with the conditions and requirements specified by law and administrative regulation, for the modification of its operation mechanisms, the systematic handling and evaluation of our company’s assets and liabilities and the establishment of internal management organs.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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**Incorporation**

A company may be incorporated by promotion or subscription. A company may be incorporated by two to 200 promoters, but at least half of the promoters must reside in the PRC. Companies incorporated by promotion are companies with the registered capital entirely subscribed for by the promoters. Where companies are incorporated by subscription, the promoters are required to subscribe for not less than 35% of the total number of shares of a company unless otherwise stipulated by laws and regulations, and the remaining shares can be offered to the public or specific persons, unless otherwise required by law.

For a company incorporated by promotion, the registered capital has to be the total capital subscribed for by all promoters as registered with the company registration authority. It shall not raise capital from others before the promoters fully pay the capital subscribed by them; for companies established by public subscription, the registered capital is the amount of total paid-up capital as registered with the company registration authority.

The promoters shall convene an inaugural meeting within thirty (30) days after the issued shares have been fully paid up, and shall fifteen (15) days before the meeting notify all subscribers or make a public announcement of the date of the inaugural meeting.

The inaugural meeting may be convened only with the presence of shareholders holding shares representing more than 50% of the total issued shares of the company. At the inaugural meeting, matters including the adoption of draft articles of association proposed by the promoter(s) and the election of the board of directors and the supervisory committee of the company will be dealt with. All resolutions of the meeting require the approval of subscribers with more than half of the voting rights present at the meeting.

Within thirty (30) days after the conclusion of the inaugural meeting, the board of directors shall apply to the company registration authority for registration of the establishment of the company. The company is formally established and has the status of a legal person after the approval for registration has been given and a business license has been issued.

Where after the incorporation of a company, a promoter fails to pay in full the subscription moneys in accordance with the provisions of the company’s articles of association, he shall pay them in full; and the other promoters shall bear joint and several liability. Where it is discovered that the actual evaluation of the non-currency property used as capital contributions for the incorporation of the company is obviously less than the evaluation prescribed by the company’ articles of association, the promoters making such contributions shall make up the difference; and the other promoters shall bear joint and several liability.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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The promoters of a company shall bear the following liabilities:

Where the company cannot be incorporated, they shall bear the joint and several liability for all the debts and expenses incurred in the act of incorporation;

Where the company cannot be incorporated, they shall bear the joint and several liability for refunding the subscription moneys paid by the subscribers, plus their bank deposit interest calculated for the same period of time; and

Where the interests of the company are impaired due to the fault committed by the promoters in the process of the incorporation of the company, they shall bear the liability to pay compensation to the company.

**Share Capital**

The promoters of a company can make capital contributions in cash or in kind, that can be valued in currency and transferable according to law such as intellectual property rights or land use rights based on their appraised value, except for the property that is not allowed to be used as capital contributions, as is provided for by laws or administrative regulations.

If capital contribution is made other than in cash, valuation and verification of the property contributed must be carried out and converted into shares according to the laws. Non-current property used for capital contributions shall be evaluated and verified, and shall not be overvalued or undervalued. Where laws or administrative regulations provide otherwise, those provisions shall prevail.

A company may issue registered or bearer shares. However, shares issued to promoter(s) or legal person(s) shall be in the form of registered shares and shall be registered under the name(s) of such promoter(s) or legal person(s) and shall not be registered under a different name or the name of a representative.

The Special Regulations and the Mandatory Provisions provide that shares issued to foreign investors and listed overseas shall be issued in registered form and shall be denominated in Renminbi and subscribed for in foreign currency.

Under the Special Regulations and the Mandatory Provisions, shares issued to foreign investors and investors from the territories of Hong Kong Special Administrative Region, Macau Special Administrative Region, the Region of Taiwan and listed overseas are known as overseas listed foreign invested shares, and those shares issued to investors within the PRC other than the territories specified above are known as domestic shares which take the form of registered shares.



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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A company may offer its shares to the public overseas with approval by the securities administration department of the State Council. Specific provisions shall be specifically formulated by the State Council. Under the Special Regulations, upon approval of CSRC, a company may agree, in the underwriting agreement in respect of an issue of overseas listed foreign invested shares, to retain not more than 15% of the aggregate number of overseas listed foreign invested shares proposed to be issued after accounting for the number of underwritten shares.

The shares shall be issued in compliance with the principles of fairness and impartiality. The shares of the same class must carry the same rights. Shares shall be issued on the same conditions and at the same price. All units and individuals shall pay the same price for each of the share they subscribe for. The share offering price may be equal to or greater than nominal value, but shall not be less than nominal value.

Shares issued by a company with limited liability may be either registered shares or bearer shares. The transfer of shares by shareholders should be conducted via the legally established stock exchange or in accordance with other methods as stipulated by the State Council. Transfer of registered shares by a shareholder must be made by means of an endorsement or by other means stipulated by law or administrative regulation. Bearer shares are transferred by delivery of the share certificates to the transferee.

Shares held by a promoter of a company shall not be transferred within one year after the date of the company’s incorporation. Shares issued by a company prior to the public offer of its shares shall not be transferred within one year from the date of listing of the shares of the company on a stock exchange. Directors, supervisors and senior management of a company shall not transfer over 25% of the shares held by each of them in the company each year during their term of office and shall not transfer any share of the company held by each of them within one year after the [REDACTED]. There is no restriction under the PRC Company Law as to the percentage of shareholding a single shareholder may hold in a company.

Transfers of shares may not be entered in the register of shareholders within 20 days before the date of a shareholders’ meeting or within five days before the benchmark date determined by the company for distribution of dividends.

### **Increase in Capital**

Under the PRC Company Law, an increase in the capital of a company by means of an issue of new shares must be approved by shareholders in general meeting.

Save for the above-mentioned shareholder approval requirement, for a public offering of new shares, the PRC Securities Law (《中華人民共和國證券法》) (hereinafter referred to as “Securities Law”) provides that the company shall: (i) have a sound organizational structure with satisfactory operating record; (ii) have the capability of continuing profitability and a healthy financial position; (iii) have no false statements and other material breaches in the financial and accounting documents of the last three years; (iv) fulfill other conditions required by the securities administration department of the State Council as approved by the State Council.

## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Public offer requires the approval of the securities administration department of the State Council.

After payment in full for the new shares issued, a company must change its registration with the company registration authority and issue a public notice accordingly.

### **Reduction of Share Capital**

A company may reduce its registered capital in accordance with the following procedures prescribed by the PRC Company Law:

- (i) the company shall prepare a balance sheet and an inventory of the assets;
- (ii) the reduction of registered capital must be approved by shareholders in general meeting;
- (iii) the company shall inform its creditors of the reduction in registered capital within ten (10) days and publish an announcement of the reduction in the newspaper within thirty (30) days after the resolution approving the reduction has been passed;
- (iv) the creditors of the company may within the statutory prescribed time limit require the company to pay its debts or provide guarantees covering the debts; The creditors shall, within thirty (30) days from the date they receive the written notice, or within forty five (45) days from the date the announcement is made in the case of those who have not received such written notice, have the right to claim full repayment of their debts or provision of a corresponding guarantee from the company; and
- (v) the company must apply to the company registration authority for registration of the reduction in registered capital.

### **Repurchase of Shares**

A company may not purchase its own shares other than for the purpose of:

- (i) reducing the registered capital of the company; or
- (ii) merging with another company holding shares of this company; or
- (iii) awarding the employees of this company with shares; or
- (iv) purchasing the company’s own shares upon request of its shareholders who vote against the resolution regarding the merger or division of the company in a general meeting.



**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Purchase of its own shares by a company due to the reasons specified in Subparagraph (i), (ii) or (iii) of the preceding paragraph shall be subject to resolution adopted by the shareholders' general meeting. Where a company purchases its own shares on grounds of Subparagraph (i) as specified in the preceding paragraph, such shares shall be canceled within 10 days from the date it purchases them; and where the shares are purchased on grounds of Subparagraph (ii) or (iv), such shares shall be transferred or canceled within six months.

The number of its own shares purchased by a company in accordance with the provisions of Subparagraph (iii) of the first paragraph shall not exceed five percent of the total number of the shares issued by the company; the funds used for such purchase shall be allotted from the after-tax profits of the company; and the shares purchased shall be transferred to its staff and workers within one year.

A company shall not accept its own shares as the subject matter of a mortgage.

**Transfer of Shares**

Shares may be transferred in accordance with the relevant laws and regulations.

Registered shares shall be transferred by means of endorsement by shareholders or by such other means as provided for by laws or administrative regulations; and after such transfer, the company shall register the names or titles and domiciles of the transferees in its roster of shareholders. No registration of modification to the roster of shareholders as stipulated by the preceding paragraph shall be made within the period of 30 days prior to the convening of a meeting of the shareholders' general meeting or within the period of 5 days prior to the date of record on which the company decides to distribute dividends.

Transfer of bearer shares shall become effective immediately after a shareholder delivers such share certificates to a transferee.

Shares held by the promoters of a company shall not be transferred within one year from the date the company is incorporated. Directors, supervisors and senior managers of a company shall declare to the company the numbers of the company's shares held by them and the changes of the shares they hold, and the number of the company's shares annually transferred by each of them during their term of office shall not exceed 25% of the total number of the company's shares held by them respectively; The company's shares held by the persons mentioned above shall not be transferred within six months after they leave office. The company's articles of association may stipulate other restrictive provisions on the transfer of the company's shares held by the directors, supervisors and senior managers of the company.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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**Shareholders**

Shareholders have such rights and obligations as set forth in the articles of association of a company. The articles of association of a company are binding on each shareholder. Under the PRC Company Law and the Mandatory Provisions, the rights of a shareholder include:

- (i) to attend in person or appoint a proxy to attend shareholders’ general meetings, and to vote in respect of the number of shares held;
- (ii) to transfer his shares in accordance with applicable laws and regulations and the articles of association of the company;
- (iii) to inspect the company’s articles of association, shareholders’ registers, records of debentures, minutes of shareholders’ general meetings, board resolutions, supervisors resolutions, financial and accounting reports and put forward proposals or raise questions about the business operations of the company;
- (iv) if any directors or senior officers damages the shareholder’s interests by violating law or administrative regulations or articles of association, the shareholders may lodge an action in the people’s court;
- (v) to receive dividends and other distributions in respect of the number of shares held;
- (vi) to obtain surplus assets of the company upon its termination in proportion to his or her shareholding; to claim against other shareholders who abuse their shareholders’ rights for the damages; and
- (vii) any other shareholders’ rights specified in the company’s articles of association.

The obligations of a shareholder include the obligation to abide by the company’s articles of association, to pay the subscription monies in respect of the shares subscribed for, to be liable for the company’s debts and liabilities to the extent of the amount of subscription monies agreed to be paid in respect of the shares taken up by him/her, not to abuse shareholders’ right to damage the interests of the company or other shareholders of the company; not to abuse the independent status of the company as a legal person and the limited liability to damage the interests of the creditors of the company and any other shareholders’ obligation specified in the company’s articles of association.

**Shareholders’ General Meeting**

The shareholders’ general meeting is the organ of authority of a company, which exercises its powers in accordance with the PRC Company Law.

The shareholders’ general meeting exercises the following principal powers:

- (i) to decide on the company’s operational policies and investment plans;

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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- (ii) to elect or replace the directors, supervisors who are not representatives of the employees and decide on matters relating to the remuneration of directors and supervisors;
- (iii) to consider and approve reports of the board of directors;
- (iv) to consider and approve reports of the supervisory committee;
- (v) to consider and approve the company’s proposed annual financial budget and financial accounts;
- (vi) to consider and approve the company’s proposals for profit distribution and for recovery of losses;
- (vii) to decide on any increase or reduction in the company’s registered capital;
- (viii) to decide on the issue of bonds by the company;
- (ix) to decide on issues such as merger, division, dissolution, liquidation or change of the form of the company and other matters;
- (x) to amend the articles of association of the company; and
- (xi) other powers specified in the articles of association of the company.

A shareholders’ general meeting is required to be held once every year. An extraordinary shareholders’ general meeting is required to be held within two months after the occurrence of any of the following circumstances:

- (i) the number of directors is less than the number provided for in the PRC Company Law or less than two-thirds of the number specified in the company’s articles of association;
- (ii) the losses of the company which are not made up reach one-third of the company’s total paid up share capital; a request by a shareholder that holds, or by shareholders that hold in aggregate, 10% or more of the company’s shares;
- (iii) when deemed necessary by the board of directors;
- (iv) when the supervisory committee proposes convening it; or
- (v) other matters required by the company’s articles of association.

Shareholders’ general meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. If the chairman is incapable of performing or not performing his duties, the meeting shall be presided over by the vice chairman. If the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting. Where the board of directors is incapable of performing or not performing

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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its duties of convening the shareholders’ general meeting, the supervisory committee shall convene and preside over such meeting in a timely manner. In case the supervisory committee fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the total shares of the company for ninety (90) days consecutively may unilaterally convene and preside over such meeting.

Notice of the shareholders’ general meeting shall be given to all shareholders twenty (20) days before the meeting under the PRC Company Law and forty five (45) days under the Special Regulations and the Mandatory Provisions, stating the matters to be considered at the meeting. Under the Special Regulations and the Mandatory Provisions, shareholders wishing to attend are required to give to the company written confirmation of their attendance twenty (20) days prior to the meeting.

Shareholders present at a shareholders’ general meeting have one vote for each share they hold, but the company shall have no vote for any of its own shares the company holds.

Resolutions proposed at the shareholders’ general meeting shall be adopted by more than half of the voting rights cast by shareholders present (including those represented by proxies) at the meeting, with the exception of matters relating to merger, division, dissolution, increase or reduction in registered capital, change in the form of the company or amendments to the articles of association which shall be adopted by shareholders with two-thirds or more of the voting rights cast by shareholders present (including those represented by proxies) at the meeting.

Shareholders may entrust a proxy to attend shareholders’ general meetings on his or her behalf by a power of attorney which sets forth the scope of exercising the voting rights.

There is no specific provision in the PRC Company Law regarding the number of shareholders constituting a quorum in a shareholders’ meeting. However, the Special Regulations and the Mandatory Provisions provide that a company’s annual general meeting may be convened when replies to the notice of that meeting from shareholders holding shares representing 50% or more of the voting rights in the company have been received twenty (20) days before the proposed date, or if that 50% level is not achieved, the company shall within five days of the last day for receipt of the replies notify shareholders by public announcement of the matters to be considered at the meeting and the date and place of the meeting and the annual general meeting may be held thereafter. The Mandatory Provisions require class meetings to be held in the event of a variation or derogation of the class rights of a class. Holders of domestic invested shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders for this purpose.

Where holders of bearer shares intend to attend a meeting of the shareholders’ general meeting, they shall deposit their share certificates with the company for a period beginning from five (5) days prior to the convening of the meeting to the end of the meeting.

**Board of Directors**

A company shall have a board of directors, which shall consist of 5 to 19 members and there can be staff representatives of the company. Under the PRC Company Law, each term of office of a director shall not exceed three years. A director may serve consecutive terms if re-elected.

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Meetings of the board of directors shall be convened at least twice a year. Notice of meeting shall be given to all directors and supervisors at least ten (10) days before the meeting. The board of directors may provide for a different method of giving notice and notice period for convening an extraordinary meeting of the board of directors.

Under the PRC Company Law, the board of directors exercises the following powers:

- (i) to convene the shareholders’ general meeting and report on its work to the shareholders;
- (ii) to implement the resolution of the shareholders’ general meeting;
- (iii) to decide on the company’s business plans and investment plans;
- (iv) to formulate the company’s proposed annual financial budget and final accounts;
- (v) to formulate the company’s proposals for profit distribution and for recovery of losses;
- (vi) to formulate proposals for the increase or reduction of the company’s registered capital and the issue of corporate bonds;
- (vii) to prepare plans for the merger, division, dissolution or change of the form of the company;
- (viii) to decide on the company’s internal management structure;
- (ix) to appoint or dismiss the company’s general manager, and based on the president’s recommendation, to appoint or dismiss deputy general manager and financial officers of the company and to decide on their remuneration;
- (x) to formulate the company’s basic management system; and
- (xi) any other power given under the articles of association of the company.

In addition, the Mandatory Provisions provide that the board of directors is also responsible for formulating the proposals for amendment of the articles of association of a company.

Meetings of the board of directors shall be held only if more than half of the directors are present. Resolutions of the board of directors require the approval of more than half of all directors.

If a director is unable to attend a board meeting, he may appoint another director by a written power of attorney specifying the scope of the authorization to attend the meeting on his behalf.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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If a resolution of the board of directors violates the laws, administrative regulations or the company’s articles of association as a result of which the company sustains serious losses, the directors participating in the resolution are liable to compensate the company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objections were recorded in the minutes of the meeting, such director may be relieved of that liability.

**Qualification of Directors**

Under the PRC Company Law, the following persons may not serve as a director of a company:

- (i) persons without civil capacity or with restricted civil capacity;
- (ii) persons who have committed the offense of corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order, and have been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence; or persons who have been deprived of their political rights due to criminal offense, where less than five years have elapsed since the date of the completion of implementation;
- (iii) persons who are former directors, factory managers or managers of a company or enterprise which has become bankrupt and been liquidated due to mismanagement and who are personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- (iv) persons who have been legal representatives of a company or enterprise which had its business license revoked or business operation shut down due to violation of the law and who are personally liable, where less than three years have elapsed since the date of the revocation of the business license;
- (v) persons who have a relatively large amount of debt due and outstanding; or
- (vi) other circumstances under which a person is disqualified from acting as a director of a company are set out in the Mandatory Provisions (which have been incorporated in the Articles of Association, a summary of which is set out in “*Appendix VI — Summary of the Articles of Association*”).

The board of directors shall appoint a chairman, who is elected with approval of more than half of all the directors. The chairman of the board of directors exercises, among others, the following powers:

- (i) to preside over shareholders’ general meetings and convene and preside over meetings of the board of directors; and
- (ii) to check on the implementation of the resolutions of the board of directors.

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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The legal representative of a company in accordance with the Mandatory Provisions, is the chairman of the board of directors. The Special Regulations provide that a company’s directors, supervisors, managers and other officers bear fiduciary duties and the duty to act diligently. They are required to faithfully perform their duties, protect the interests of the company and not to use their positions for their own benefit. The Mandatory Provisions (which have been incorporated into the Articles of Association, a summary of which is set out in “*Appendix VI — Summary of Articles of Association*”) contain further elaborations of such duties.

Directors shall be liable for the resolutions adopted by the board of directors. Where a resolution of the board violates laws, administrative regulations, or the company’s articles of association, and thus causes serious losses to the company, the directors participating in the adoption of such a resolution shall be liable for compensation to the company. However, where a director is proved to have expressed his objection to such a resolution when it was put to the vote and his objection was recorded in the minutes of the meeting, he may be exempted from such liability.

**Supervisors**

A company shall have a supervisory committee composed of not less than three members. Each term of office of a supervisor is three years and he may serve consecutive terms if re-elected. A supervisor shall continue to perform his duties in accordance with the laws, administrative regulations and articles of association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office or if the resignation of supervisor results in the number of supervisors being less than the quorum. The supervisory committee is made up of shareholders’ representatives and an appropriate proportion of the company’s staff representatives; and the percentage of the number of the company’s staff representatives shall not be less than one-third. Directors and senior management shall not act as supervisors.

Requirements in relation to the power of the supervisory committee under the PRC Company Law are as follows:

- (i) to examine the company’s financials;
- (ii) to supervise the directors and senior management in their performance of duties and to propose the removal of any director or senior management who violates the laws, regulations, articles of association or shareholders’ resolution;
- (iii) to require any director or senior management whose act is detrimental to the company’s interests to rectify such act;
- (iv) to propose the convening of extraordinary shareholders’ general meetings and, in the event that the board of directors fails to perform the duties of convening and presiding shareholders’ meetings, to convene and preside over shareholders’ meetings;
- (v) to propose any motions to shareholders’ general meetings;



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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(vi) to commence any action against any directors or senior management; and

(vii) other powers specified in the company’s articles of association.

The circumstances under which a person is disqualified from being a director of a company described above apply mutates mutandis to supervisors of a company.

The Special Regulations provide that a company’s directors and supervisors shall have fiduciary duties. They are required to faithfully perform their duties, protect the interest of the company and not to use their positions for their own benefit.

Supervisors may attend board meetings and make enquiries or proposals in respect of board resolutions. The supervisory committee or (where there is no supervisory committee) the supervisors of a company may initiate investigations into any irregularities identified in the operation of the company and, where necessary, may engage an accountant to assist in their work. Expenses incurred by the supervisory committee to exercise their power shall be borne by the company.

Meetings of the supervisory committee shall be convened at least every six months. Interim meetings of the supervisory committee can be convened by the supervisors. According to the PRC Company Law, resolutions of the supervisory committee require the approval of more than half of all supervisors, and pursuant to the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》) (Zheng Jian Hai Han [1995] No. 1) promulgated by the CSRC on April 3, 1995, resolutions of the supervisory committee require the approval of more than two-thirds of all supervisors. Each supervisor shall have one vote for resolutions to be approved by the supervisory committee. Minutes shall be prepared in respect of matters considered at the meeting of the supervisory committee and supervisors attending the meeting shall sign to endorse such minutes.

The supervisory committee shall have one chairman and may have one vice-chairman. Both shall be elected by more than half of all the supervisors. The chairman of the supervisory committee shall convene and preside over the meeting of the supervisory committee; where the chairman of the supervisory committee cannot perform the functions or fails to do so, the vice-chairman shall convene and preside over the meeting of the supervisory committee; and where the vice-chairman cannot perform the functions or fails to do so, a supervisor jointly elected by half or more of the supervisors shall convene and preside over the meeting of the supervisory committee.

### **Managers and Other Senior Officers**

“Senior manager” refers to the manager, vice manager, person in charge of finance of a company, and the secretary of the board of directors of a listed company as well as any other person as stipulated in the articles of association.

A company shall have a manager who shall be appointed or removed by the board of directors.



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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The manager is accountable to the board of directors and may exercise the following powers:

- (i) in charge of the production, operation and management of the company and arrange for the implementation of resolutions of the board of directors;
- (ii) arrange for the implementation of the company’s annual business and investment plans;
- (iii) formulate plans for the establishment of the company’s internal management structure;
- (iv) formulate the basic administration system of the company;
- (v) formulate the company’s internal rules;
- (vi) recommend the appointment and dismissal of deputy managers and any financial officer and appoint or dismiss other senior administration officers (other than those required to be appointed or dismissed by the board of directors);
- (vii) attend board meetings as a non-voting attendant; and
- (viii) other powers conferred by the board of directors or the company’s articles of association.

The Special Regulations and the Mandatory Provisions provide that the other senior management officers of a company include the financial officer, secretary of the board of directors and other executives as specified in the articles of association of the company.

The circumstances under which a person is disqualified from being a director of a company also apply to managers and officers of the company.

The articles of association of a company shall have binding effect on the shareholders, directors, supervisors, managers and other senior management of the company. Such persons shall be entitled to exercise their rights, apply for arbitration and issue legal proceedings according to the articles of association of the company. The provisions of the Mandatory Provisions regarding the senior management of a company have been incorporated in the Articles of Association, a summary of which is set out in “*Appendix VI — Summary of Articles of Association.*”

**Duties of Directors, Supervisors and Senior Officers**

None of the following persons shall serve as a director, supervisor, or senior officers of a company:

- (i) a person who has no or limited capacity for civil conduct;

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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- (ii) a person who was sentenced to criminal punishment for embezzlement, bribery, seizure of property or misappropriation of property or for sabotage of the socialist market economic order, where less than five years have elapsed after the expiration of the period of execution; or a person who was deprived of his political rights for the commission of a crime, where less than five years have elapsed after the expiration of the period of execution;
- (iii) a person who, being a director or the head or manager of a company or enterprise that went into bankruptcy and liquidation, was personally liable for the bankruptcy of the said company or enterprise, where less than three years have elapsed from the date liquidation of the company or enterprise is completed;
- (iv) a person who, being the legal representative of a company or an enterprise, the business license of which was revoked for violation of law and which was ordered to close down, was personally liable for the above, where less than three years have elapsed from the date the business license of the company or enterprise is revoked; and
- (v) a person who fails to liquidate a relatively large amount of personal debts when they are due.

A director, supervisor and senior officer of a company are required under the PRC Company Law to comply with the relevant laws, regulations and the company’s articles of association, carry out their duties honestly and protect the interests of the company. They are also prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the company’s properties. Directors and senior management are prohibited from:

- (i) misappropriation of company funds;
- (ii) deposit of company funds into accounts under their own name or the name of other individuals;
- (iii) loaning company funds to others or providing guarantees in favor of others supported by the company properties in violation of the articles of association or without prior approval of the shareholders’ general meeting or board of directors;
- (iv) entering contracts or deals with the company in violation of the articles of association or without prior approval of the shareholders’ general meeting or board of directors;
- (v) using their position to procure business opportunities for themselves or others that should have otherwise been available to the company or operating for their own benefit or managing on behalf of others businesses similar to that of the company without prior approval of the shareholders’ general meeting;
- (vi) accepting for their own benefit commissions from other parties dealing with the company;

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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(vii) unauthorized divulgence of confidential information of the company; or

(viii) other acts in violation of their duty of loyalty to the company.

A director, supervisor and senior officer of a company is also under a duty of confidentiality to the company.

A director, supervisor and senior officer who contravenes any law, regulation or the company’s articles of association in the performance of his duties which results in any loss to our company shall be personally liable to the company.

The Special Regulations and the Mandatory Provisions provide that a director, supervisor and senior officer of a company owe fiduciary duties to the company and are required to perform their duties faithfully and to protect the interests of the company and not to make use of their positions in the company for their own benefit.

Where the attendance of a director, supervisor, or senior officer is requested by the shareholders’ general meeting, such director, supervisor, or other senior officer shall attend the meeting as requested and answer enquiries of shareholders. Directors and senior officers shall furnish with all truthfulness facts and information to the supervisory committee without obstructing the discharge of duties by the supervisory committee.

A company shall not directly, or through its affiliate, provide loans to any director, supervisor or senior management and shall regularly disclose to the shareholders any information regarding remunerations received by the directors, supervisors or senior management of the company.

**Finance and Accounting**

A company shall establish its financial and accounting systems according to laws, administrative regulations and the provisions of the responsible financial department of the State Council and at the end of each financial year, prepare a financial report which shall be audited and verified as provided by law.

A company shall deposit its financial statements at the company for inspection by the shareholders at least 20 days before the convening of the annual general meeting of shareholders. A company incorporated by public subscription must publish its financial statements.

The common reserve of a company comprises the statutory surplus reserve, the discretionary common reserve and the capital common reserve.

When distributing each year’s after-tax profits, the company shall set aside 10% of its after-tax profits for the company’s statutory surplus reserve (except where the reserve has reached 50% of the company’s registered capital). After a company has made an allocation to its statutory common reserve from its after-tax profits, subject to a resolution of the shareholders’ general meeting, the company may make an allocation to a discretionary common reserve.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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When the company’s statutory surplus reserve is not sufficient to make up for the company’s losses of the previous years, current year profits shall be used to make up for the losses before allocations are set aside for the statutory surplus reserve.

After the company has made up for its losses and make allocations to its statutory surplus reserve the remaining profits could be available for distribution to shareholder in proportion to the number of shares held by the shareholders except as otherwise provided in the articles of association of such company limited by shares.

The capital common reserve of a company is made up of the premium over the nominal value of the shares of the company on issue and other amounts required by the relevant governmental authority to be treated as the capital common reserve.

The common reserve of a company shall be applied for the following purposes:

- (i) to make up the company’s losses other than the capital common reserve;
- (ii) to expand the business operations of the company; and
- (iii) to increase the registered capital of the company by the issue of new shares to shareholders in proportion to their existing shareholdings in the company or by increasing the nominal value of the shares currently held by the shareholders. If the statutory surplus reserve is converted into registered capital, the balance of the statutory surplus reserve after such conversion shall not be less than 25% of the registered capital of the company before such conversion.

The company shall have no other accounting books except the statutory accounting books. The company’s assets shall not be deposited in any accounts opened in the name of an individual.

**Appointment and Retirement of Auditors**

The Special Regulations require a company to employ an independent PRC qualified accounting firm to audit the company’s annual report and to review and check other financial reports.

The auditors are to be appointed for a term commencing from the close of an annual general meeting and ending at the close of the next following annual general meeting.

Appointment or dismissal of auditors in charge of the auditing business of a company shall be subject to decision by the shareholders’ general meeting or the meeting of the board of directors in accordance with the provisions of the company’s articles of association. Where the shareholders’ meeting, the shareholders’ general meeting or meeting of the board of directors of a company votes on the dismissal of an accounting firm, it shall allow the accountants to state their opinions. A company shall provide authentic and complete accounting vouchers, accounting books, financial and

## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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accounting reports and other accounting data to the accountants it appoints, and shall not refuse to do so, or conceal the facts or make false reports about them. The period of appointment of the accountants starts from the date when the first annual shareholders meeting ends to the date when the next annual shareholders meeting ends.

If a company removes or ceases to continue to appoint the auditors, it is required by the Special Regulations to give prior notice to the auditors and the auditors are entitled to make representations before the shareholders in general meeting. The appointment, removal or non re-appointment of auditors shall be decided by the shareholders at shareholders' general meetings and shall be filed with the CSRC for record.

A company shall not have any other accounting books in addition to the statutory accounting books. No accounts shall be opened in the name of any individual for deposit of the assets of a company.

### **Distribution of Profits**

The PRC Company Law provides that a company is restricted from distributing profits before accumulated losses have been made up and statutory common reserve has been drawn. The Special Regulations provide that the dividends and other distributions to be paid to holders of overseas listed foreign invested shares shall be declared and calculated in Renminbi and paid in foreign currency. Under the Mandatory Provisions, the payment of foreign currency to shareholders shall be made through a receiving agent.

### **Amendments to Articles of Association**

Any amendments to the company's articles of association must be made in accordance with the procedures set forth in the company's articles of association. Any amendment of provisions incorporated in the articles of association in connection with the Mandatory Provisions will only be effective after approval by the companies approval department authorized by the State Council and the CSRC. In relation to matters involving the company's registration, its registration with the authority must also be changed.

### **Dissolution and Liquidation**

Under the PRC Company Law, a company shall be dissolved in any of the following events:

- (i) the term of its operations set down in its articles of association has expired or events of dissolution specified in its articles of association have occurred;
- (ii) the shareholders in general meeting have resolved to dissolve the company;
- (iii) the company is dissolved by reason of its merger or demerger;

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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- (iv) the company is subject to the revocation of business license, a closure order or elimination in accordance with laws; or
- (v) in the event that the company encounters substantial difficulties in its operation and management and its continuance shall cause a significant loss, in the interest of shareholders, and where this cannot be resolved through other means, shareholders who hold more than 10% of the total shareholders’ voting rights of the company may present a petition to the people’s court for the dissolution of the company.

Where the company is dissolved in the circumstances described in (i), (ii), (iv) and (v) above, a liquidation committee must be formed within fifteen (15) days after the occurrence of the cause of dissolution so as to carry out liquidation. Members of the liquidation committee shall be composed of the directors or people as determined by the shareholders’ meeting.

If a liquidation committee is not established within the stipulated period, the company’s creditors can apply to the people’s court for its establishment.

The liquidation committee shall notify the company’s creditors within ten days (10) after its establishment, and issue a public notice in the newspapers within sixty (60) days. A creditor shall lodge his claim with the liquidation committee within thirty (30) days after receiving notification, or within forty five (45) days of the public notice if he did not receive any notification. The liquidation committee shall exercise the following powers during the liquidation period:

- (i) to handle the company’s assets and to prepare a balance sheet and an inventory of the assets;
- (ii) to notify creditors or issue public notices;
- (iii) to deal with and settle any outstanding business of relevant company;
- (iv) to pay any tax overdue;
- (v) to settle the company’s claims and liabilities;
- (vi) to handle the surplus assets of the company after its debts have been paid off; and
- (vii) to represent the company in civil lawsuits.

If the company’s assets are sufficient to meet its liabilities, they shall be applied towards the payment of the liquidation expenses, wages owed to the employees and labor insurance expenses, tax overdue and debts of the company. Any surplus assets shall be distributed to the shareholders of the company in proportion to the number of shares held by them.

During the liquidation period, a company shall not engage in operating activities unrelated to the liquidation.

## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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If the liquidation committee becomes aware that the company does not have sufficient assets to meet its liabilities, it must immediately apply to the people’s court for a declaration for bankruptcy according to the laws. Following such declaration, the liquidation committee shall hand over all affairs of the liquidation to the people’s court.

Upon completion of the liquidation, the liquidation committee shall submit a liquidation report to the shareholders’ general meeting or the people’s court for confirmation. Thereafter, the report shall be submitted to the company registration authority in order to cancel the company’s registration, and a public notice of its termination shall be issued.

Members of the liquidation committee are required to discharge their duties honestly and in compliance with relevant laws. A member of liquidation committee is liable to indemnify the company and its creditors in respect of any loss arising from his willful or material default.

### **Loss of Share Certificates**

A shareholder may apply, in accordance with the relevant provisions set out in the PRC Civil Procedure Law, to a people’s court in the event that share certificates in registered form are either stolen or lost, for a declaration that such certificates will no longer be valid. After such a declaration has been obtained, the shareholder may apply to the company for the issue of replacement certificates.

The Mandatory Provisions provide for a separate procedure regarding loss of H share certificates (which has been incorporated in the Articles of Association, a summary of which is set out in “*Appendix VI — Summary of Articles of Association*”).

### **Merger and Demerger**

Companies may merge through merger by absorption or through the establishment of a newly merged entity. If it merges by absorption, the company which is absorbed shall be dissolved. If it merges by forming a new corporation, both companies will be dissolved.

As for a corporate merger, both parties to the merger shall conclude an agreement with each other and formulate balance sheets and checklists of properties. The companies involved shall, within ten (10) days as of making the decision of merger, notify the creditors, and shall make a public announcement in a newspaper within thirty (30) days. The creditors may, within thirty (30) thirty days as of the receipt of the notice or within forty five (45) days as of the issuance of the public announcement if it fails to receive a notice, require the company to clear off its debts or to provide corresponding guarantees. In the case of a merger, the credits and debts of the companies involved shall be succeeded by the company that survives the merger or by the newly established company.

As for the division of a company, the properties thereof shall be divided accordingly, and balance sheets and checklists of properties shall be worked out. The company shall, within ten (10) days as of the day when the decision of division is made, notify the creditors and make a public announcement in a newspaper within thirty (30) days. The post-division companies shall bear joint liabilities for the debts of the former company before it is divided, unless it is otherwise prescribed by the company and the creditors before the division with regard to the clearance of debts in written agreement.



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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**SECURITIES LAW AND REGULATIONS**

The PRC has promulgated a number of regulations that relate to the issue and trading of the Shares and disclosure of information. In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee was responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities related institutions in the PRC and administering the CSRC. The CSRC was the regulatory body of the Securities Committee and responsible for the drafting of regulatory provisions of securities markets, supervising securities firms, regulating public offers of securities by PRC companies in the PRC or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking research and analysis. In 1998, the State Council dissolved the Securities Committee of the State Council and assigned its function to the CSRC. The CSRC is also responsible for the regulation and supervision of the national stocks and futures market according to laws, regulations and authorizations.

The Securities Law took effect on July 1, 1999 and was last amended on August 31, 2014. This is the first securities law in the PRC, and it is divided into 12 chapters and 240 articles regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities firms and the duties and responsibilities of the State Council’s securities regulatory authorities. The Securities Law comprehensively regulates activities in the PRC securities market. Article 238 of the Securities Law provides that a PRC company must obtain prior approval from the State Council’s regulatory authorities to list its shares overseas. Article 239 of the Securities Law provides that specific provisions in respect of shares of companies in the PRC which are to be subscribed and traded in foreign currencies shall be separately formulated by the State Council. Currently, the issue and trading of foreign issued shares (including H Shares) are still governed by the rules and regulations promulgated by the State Council and the CSRC.

**Overseas Listing**

The shares of a company shall only be listed overseas after obtaining approval from the securities regulatory authority of the State Council and the listing must be arranged in accordance with procedures specified by the State Council.

According to the Special Regulations, a company’s plan to issue overseas listed foreign invested shares and domestic invested shares which has been approved by the securities regulatory authority of the State Council may be implemented by the board of directors of a company by way of separate issues, within fifteen months after approval is obtained from the CSRC.



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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**Suspension and Termination of Listing**

All provisions on the suspension and termination of listing were deleted from the PRC Company Law. The following revisions were made in the Securities Law:

Where a listed company is in any of the following circumstances, the stock exchange shall decide to suspend the listing of its stocks:

- (i) Where the total amount of capital stock or share distribution of the company changes and thus, fails to meet the requirements of listing;
- (ii) Where the company fails to publicize its financial status according to the relevant provisions or has any false record in its financial statements, which may mislead the investors;
- (iii) Where the company has in dissolution or has been declared insolvent;
- (iv) Where the company has been operating at a loss for the latest 3 consecutive year; or
- (v) Under any other circumstance as prescribed in the listing rules of the stock exchange.

According to the Securities Law, under the above (i) circumstances, and the company fails again to meet the requirements of listing within the period as prescribed by the stock exchange; and under the above (ii) circumstances, and the company refuses to make any correction; as well as under the above (iv) circumstances, and the company fails to gain profits in the year thereafter; the stock exchange shall decide to terminate the listing of its stocks.

**ARBITRATION AND ENFORCEMENT OF ARBITRAL AWARDS**

The Arbitration Law of the PRC (《中華人民共和國仲裁法》) (hereinafter referred to as “Arbitration Law”) was passed by the Standing Committee of the NPC on August 31, 1994 and the latest version was amended on September 1, 2017 and came into effect on January 1, 2018. It is applicable to contract disputes and other property disputes between natural persons, legal persons and other organizations where the parties have entered into a written agreement to refer the matter to arbitration before an arbitration committee constituted in accordance with the Arbitration Law. Under the Arbitration Law, an arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate provisional arbitration rules in accordance with the Arbitration Law and the PRC Civil Procedure Law. Where the parties have by agreement provided arbitration as the method for dispute resolution, the people’s court will refuse to handle the case.

The Hong Kong Listing Rules and the Mandatory Provisions require an arbitration clause to be included in the Articles of Association and, in the case of the Hong Kong Listing Rules, also in contracts with each of the Directors and Supervisors, to the effect that whenever any disputes or claims arise between holders of the H Shares and us; holders of the H Shares and the Directors,

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Supervisors or officers; or holders of the Shares, in respect of any disputes or claims in relation to our affairs or as a result of any rights or obligations arising under the Articles of Association, the PRC Company Law or other relevant laws and administrative regulations, such disputes or claims shall be referred to arbitration.

Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, Directors, Supervisors, officers of us, shall be subject to the arbitration. Disputes in respect of who is the shareholder and those in relation to our register of shareholders need not be resolved by arbitration.

A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission (“CIETAC”) in accordance with its rules or the Hong Kong International Arbitration Center (“HKIAC”) in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If the claimant elects for arbitration to be carried out at the HKIAC, any party to the dispute or claim may apply for a hearing to take place in accordance with the securities arbitration rules of the HKIAC.

Under the Arbitration Law and the PRC Civil Procedure Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people’s court for Enforcement. A people’s court may refuse to enforce an arbitral award made by an arbitration tribunal if there is any procedural or membership irregularity specified by law or the award exceeds the scope of the arbitration agreement or is outside the jurisdiction of the arbitration tribunal.

Under the Arbitration Law and the PRC Civil Procedure Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people’s court for enforcement. A people’s court may refuse to enforce an arbitral award made by an arbitration commission if there is any procedural or membership irregularity specified by law or the award exceeds the scope of the arbitration agreement or is outside the jurisdiction of the arbitration commission.

A party seeking to enforce an arbitral award of PRC arbitration panel against a party who, or whose property, is not within the PRC, may apply to a foreign court with jurisdiction over the case for enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the PRC courts in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC. The PRC acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (hereinafter referred to as “New York Convention”) adopted on June 10, 1958 pursuant to a resolution of the Standing Committee of the National People’s Congress passed on December 2, 1986. The New York Convention provides that all arbitral awards made in a state which is a party to the New York Convention shall be recognized and enforced by other parties to the New York Convention, subject to their right to refuse enforcement under certain circumstances, including where the enforcement of the arbitral award is against the public policy of the State to which the application for enforcement is made. It was declared by the Standing Committee

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## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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of the NPC simultaneously with the accession of the PRC that (i) the PRC will only recognize and enforce foreign arbitral awards on the principle of reciprocity and (ii) the PRC will only apply the New York Convention in disputes considered under PRC laws to arise from contractual and non-contractual mercantile legal relations.

In June 1999, an arrangement was made between Hong Kong and the Supreme People’s Court of the PRC for the mutual enforcement of arbitral awards. This new arrangement was approved by the Supreme People’s Court of the PRC and the Hong Kong Legislative Council, and became effective on February 1, 2000. The arrangement is made in accordance with the spirit of the New York Convention. Under the arrangement, awards made by PRC arbitration bodies pursuant to the Arbitration Law can be enforced in Hong Kong. Hong Kong arbitral awards pursuant to the Arbitration Ordinance of Hong Kong are also enforceable in the PRC.

### **ESTABLISHMENT OF OVERSEAS OPERATIONS RULES AND REGULATIONS**

According to the Provisions for Overseas Investment Management (《境外投資管理辦法》) (MOFCOM Order No. 3) promulgated by the MOFCOM and took effect on October 6, 2014, and the Provisions on the Foreign Exchange Administration of Overseas Investment of Domestic Institutions (《境內機構境外直接投資外匯管理規定》) (Hui Fa [2009] No. 30) issued by the SAFE and took effect on August 1, 2009, upon obtaining approval from the MOFCOM to establish enterprises overseas, PRC enterprises shall apply for foreign exchange registration for overseas investments.

According to the Management Measures on Overseas Investment of Enterprise (《企業境外投資管理辦法》) (NDRC Order No. 11) promulgated by the NDRC and took effect on March 1, 2018, the investing activities of PRC enterprises such as acquiring overseas ownerships, controlling rights, operating and management rights and other relevant interests by way of investing assets and interests or providing financing and guarantees to control its overseas enterprises, either directly or indirectly, are required to obtain approval or lodge filing with NDRC in accordance with the relevant conditions of the overseas investment projects.

### **MATERIAL DIFFERENCES BETWEEN CERTAIN ASPECTS OF COMPANY LAW IN THE PRC AND HONG KONG**

Hong Kong company law is primarily set out in the Companies Ordinance and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, supplemented by common law and rules of equity that apply to Hong Kong. As a joint stock limited company incorporated in the PRC, we are governed by the PRC Company Law and all other rules and regulations promulgated pursuant to the PRC Company Law. Set out below is a summary of certain material differences between Hong Kong company law and the PRC Company Law. This summary is, however, not intended to be an exhaustive comparison.

#### **Corporate Existence**

Under Hong Kong company law, a company with share capital is incorporated by the Registrar of Companies in Hong Kong, which issues a certificate of incorporation to the Company upon its incorporation, and the company will acquire an independent corporate existence henceforth. A

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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company may be incorporated as a public company or a private company. Pursuant to the Companies Ordinance, the articles of association of a private company incorporated in Hong Kong shall contain certain pre-emptive provisions. A public company’s articles of association do not contain such pre-emptive provisions.

Under the PRC Company Law, a joint stock limited company may be incorporated by promotion or public subscription.

**Share Capital**

Under the Companies Ordinance, the concept of the nominal value (also known as par value) of shares of a Hong Kong company has been abolished, and the companies have increased flexibility to alter its share capital by (i) increasing its share capital; (ii) capitalizing its profits; (iii) allotting and issuing bonus shares with or without increasing its share capital; (iv) converting its shares into larger or smaller number of shares; and (v) cancelling its shares. The concept of authorized capital no longer applies to a Hong Kong company formed on or after March 3, 2014 as well. Hence, the directors of a Hong Kong company may, with the prior approval of the shareholders, if required, cause the company to issue new shares. The PRC Company Law does not provide for authorized share capital. Any increase in the registered capital of a PRC company must be approved by its shareholders’ general meeting and the relevant PRC governmental and regulatory authorities (if applicable).

Under the PRC Securities Law, a company which is authorized by the relevant securities regulatory authority to list its shares on a stock exchange must have a total share capital of not less than RMB30 million. The Companies Ordinance does not prescribe any minimum capital requirement for companies incorporated in Hong Kong.

Under the PRC Company Law, the shares may be subscribed for in the form of money or non-monetary assets (other than assets not entitled to be used as capital contributions under relevant laws or administrative regulations). For non-monetary assets to be used as capital contributions, appraisals must be carried out to ensure there is no over-valuation or under-valuation of the assets. There is no such restriction on a company incorporated in Hong Kong.

**Restrictions on Shareholding and Transfer of Shares**

Generally, domestic shares, which are denominated and subscribed for in Renminbi, may only be subscribed for or traded by the State, PRC legal persons, natural persons and other investment institutions as permitted by laws and regulations. Overseas listed shares, which are denominated in Renminbi and subscribed for in a currency other than Renminbi, may only be subscribed for, and traded by, investors from Hong Kong, Macau and Taiwan or any country and territory outside the PRC, or qualified domestic institutional investors. If the H shares are eligible securities under the Southbound Trading Link, they may also be subscribed for and traded by PRC investors in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

Under the PRC Company Law, a promoter of a joint stock limited company is not allowed to transfer the shares it holds for a period of one year after the date of establishment of the company.

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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Shares in issue prior to a public offering of the company cannot be transferred within one year from the [REDACTED] of the shares on a stock exchange. Shares in a joint stock limited liability company held by its directors, supervisors and senior management and transferred each year during their term of office shall not exceed 25% of the total shares held by them in that company, and the shares they held in that company cannot be transferred within one year from the [REDACTED] of the shares, and also cannot be transferred within half a year after the said personnel has left office. The articles of association may set out other restrictive requirements on the transfer of a company’s shares held by its directors, supervisors and senior management.

There are no restrictions on shareholdings and transfers of shares under Hong Kong law apart from (i) the restriction on the Company to issue additional Shares within six months, and (ii) 12-month lockup on Controlling Shareholders’ disposal of Shares, after the [REDACTED].

**Financial Assistance for Acquisition of Shares**

The PRC Company Law does not prohibit or restrict a joint stock limited company or its subsidiaries from providing financial assistance for the purpose of an acquisition of its own or its holding company’s shares. However, the Mandatory Provisions contain certain restrictions on a company and its subsidiaries on providing such financial assistance similar to those under Hong Kong company law.

**Notice of Shareholders’ Meetings**

Under the PRC Company Law, notice of a shareholder’s annual general meeting must be given not less than twenty (20) days before the meeting. Whereas notice of an extraordinary general meeting must be given not less than fifteen (15) days before the meeting. If a company issues bearer shares, notice of a shareholder’s general meeting must be given at least thirty (30) days prior to the meeting. Under the Special Regulations and the Mandatory Provisions, at least forty five (45) days’ written notice must be given to all shareholders in advance, and any shareholder who wishes to attend the meeting must reply in writing at least twenty (20) days before the date of the meeting.

For a company incorporated in Hong Kong with limited liability, the minimum period of notice of a general meeting is fourteen (14) days. Further, where a meeting involves consideration of a resolution requiring special notice, the company must also give its shareholders notice of the resolution at least fourteen (14) days before the meeting. The notice period for the annual shareholders’ general meeting is twenty one (21) days.

**Quorum for Shareholders’ Meetings**

The PRC Company Law does not specify any quorum requirement for a shareholders’ general meeting, but the Special Regulations and the Mandatory Provisions provide that general meetings may only be convened when replies to the notice of that meeting have been received from shareholders whose shares represent at least 50% of the voting rights at least twenty (20) days before the proposed date of the meeting, or if that 50% level is not achieved, the company shall within five days notify its shareholders again by way of a public announcement and the shareholders’ general meeting may be held thereafter.

## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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Under Hong Kong law, the quorum for a shareholders’ meeting is two members, unless the articles of association of a company specifies otherwise or the company has only one member, in which case the quorum is one.

### **Voting at Shareholders’ Meetings**

Under the PRC Company Law, the passing of any resolution requires more than one-half of the affirmative votes held by our Shareholders present in person or by proxy at a shareholders’ meeting except in cases such as proposed amendments to our Articles of Association, increase or decrease of registered capital, merger, division, dissolution or transformation, which require two-thirds of the affirmative votes cast by shareholders present in person or by proxy at a shareholders’ general meeting.

Under Hong Kong law, (i) an ordinary resolution is passed by a simple majority of affirmative votes cast by shareholders present in person, or by proxy, at a general meeting, and (ii) a special resolution is passed by not less than three-fourths of affirmative votes cast by shareholders present in person, or by proxy, at a general meeting.

### **Variation of Class Rights**

The PRC Company Law makes no specific provision relating to variation of class rights. However, the PRC Company Law states that the State Council can promulgate requirements relating to other kinds of shares. The Mandatory Provisions contain detailed provisions relating to the circumstances which are deemed to be variations of class rights and the approval procedures required to be followed in respect thereof. These provisions have been incorporated in the Articles of Association, which are summarized in “*Appendix VI — Summary of Articles of Association.*”

Under the Companies Ordinance, no rights attached to any class of shares can be varied except (i) with the passing of a special resolution by the shareholders of the relevant class at a separate meeting sanctioning the variation, (ii) with the written consent of shareholders representing at least three-fourths of the total voting rights of shareholders of the relevant class, or (iii) if there are provisions in the articles of association relating to the variation of those rights, then in accordance with those provisions.

We have incorporated provisions to protect the rights of class shares into the Articles of Association in a similar way as required by the laws of Hong Kong in accordance with the Hong Kong Listing Rules and Mandatory Provisions. The Articles of Association define the holders of overseas listed shares and domestic shares as shareholders of different classes of shares. The special procedure for voting by class shareholders is not applicable in the following circumstances: (1) after approval by a special resolution in shareholders’ general meeting, the Company issue domestic shares and overseas listed foreign shares separately or at the same time at an interval of 12 months, and the proposed number of domestic shares and overseas listed foreign shares to be issued respectively will not exceed 20% of the outstanding issued shares of such class; (2) the plans to issue domestic shares and overseas listed foreign shares upon establishment of the Company are completed within 15 months



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**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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from the date of approval by the securities regulatory authority of the State Council; and (3) after the Company has issued H shares in an overseas region, and after approval has been granted by the State Council or the securities regulatory authority of the State Council, the shareholders of the Company offer the unlisted shares held by them for listing and dealing in overseas regions.

**Derivative Action by Minority Shareholders**

Under Hong Kong company law, a shareholder may, with the leave of the Court, start a derivative action on behalf of a company for any misconduct committed by its directors against the company. For example, leave may be granted where the directors control a majority of votes at a general meeting, and could thereby prevent the company from suing the directors in its own name.

Pursuant to the PRC Company Law, in the event where the directors and senior management of a joint stock limited company violate laws, administrative regulations or its articles of association, resulting in losses to the company, the shareholders individually or jointly holding over 1% of the shares in the company for more than 180 consecutive days may request in writing the supervisory committee to initiate proceedings in the people’s court. In the event that the supervisory committee violates as such, the above said shareholders may send written request to the board of directors to initiate proceedings in the people’s court. Upon receipt of such written request from the shareholders, if the supervisory committee or the board of directors refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceedings may cause irremediable damages to the company, the above said shareholders shall, for the benefit of the company’s interests, have the right to initiate proceedings directly to the court in their own name.

The Mandatory Provisions further provide us with certain remedies against the Directors, Supervisors and senior management who breach their duties to the Company. In addition, as a condition to the listing of overseas listed foreign shares on the Hong Kong Stock Exchange, each director and supervisor of a joint stock limited company is required to give an undertaking to observe the articles of association in favor of the company. This allows minority Shareholders to take action against our Directors and Supervisors in default.

**Minority Shareholder Protection**

Under the Companies Ordinance, a shareholder who alleges that the affairs of a company are conducted in a manner unfairly prejudicial to his interests may petition to the Court to make an appropriate order to give relief to the unfairly prejudicial conduct. Alternatively, pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, a shareholder may seek to wind up the company on the just and equitable ground. In addition, on the application of a specified number of members, the Financial Secretary may appoint inspectors who are given extensive statutory powers to investigate the affairs of a company incorporated or registered in Hong Kong.

The PRC Company Law provides that any shareholders holding 10% or above of voting rights of all issued shares of a company may request a people’s court to dissolve the company to the extent that the operation or management of the company experiences any serious difficulties and its continuous existence would cause serious losses to them, and no other alternatives can resolve such difficulties.

## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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The Company, as required by the Mandatory Provisions, has adopted in its Articles of Association minority Shareholder protection provisions similar to (though not as comprehensive as) those available under the Hong Kong law. These provisions state that a controlling Shareholder may not exercise its voting rights in a manner prejudicial to the interests of other Shareholders, may not relieve a Director or Supervisor of his duty to act honestly in our best interests or may not approve the expropriation by a Director or Supervisor of our assets or the individual rights of other Shareholders.

### **Directors**

The PRC Company Law, unlike Hong Kong company law, does not contain any requirements relating to the declaration of directors' interests in material contracts, restrictions on directors' authority in making major dispositions, restrictions on companies providing certain benefits to directors and indemnification in respect of directors' liability and prohibitions against compensation for loss of office without shareholders' approval. The Mandatory Provisions, however, contain certain requirements and restrictions on major disposals and director's interests in the subject matters to be discussed and specify the circumstances under which a director may receive compensation for loss of office.

### **Supervisory Committee**

Under the PRC Company Law, a joint stock limited company's directors and senior management are subject to the supervision of a supervisory committee. There is no mandatory requirement for the establishment of a supervisory committee for a company incorporated in Hong Kong.

The Mandatory Provisions provide that each supervisor owes a duty, in the exercise of his powers, to act in good faith and honestly in what he considers to be in the best interests of the company and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Fiduciary Duties**

In Hong Kong, directors owe fiduciary duties to the company, including the duty not to act in conflict with the company's interests. Furthermore, the Companies Ordinance has codified the directors' statutory duty of care.

Under the Special Regulations, directors, supervisors, managers and other members of senior management of the company shall honestly and diligently perform their duties for the company.

### **Financial Disclosure**

Under the PRC Company Law, a joint stock limited company is required to make available at the company for inspection by shareholders its financial report 20 days before its annual general meeting. In addition, a joint stock limited company of which the shares are publicly offered must publish its



## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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financial report. The Companies Ordinance requires a company incorporated in Hong Kong to send to every shareholder a copy of its financial statements, auditors' report and directors' report, which are to be presented before the company in its annual general meeting, not less than twenty one (21) days before such meeting.

According to the PRC laws, a company shall prepare its financial accounting reports as at the end of each accounting year, and submit the same to accounting firms for auditing as required by law. The Mandatory Provisions require that a company must, in addition to preparing financial statements according to the CAS, have its financial statements prepared and audited in accordance with international or Hong Kong accounting standards and its financial statements must also contain a statement of the financial effect of the material differences (if any) from the financial statements prepared in accordance with the CAS.

The Special Regulations require that there should not be any inconsistency between the information disclosed within and outside the PRC and that, to the extent that there are differences in the information disclosed in accordance with the relevant PRC and overseas laws, regulations and requirements of the relevant stock exchanges, such differences should also be disclosed simultaneously.

### **Information on Directors and Shareholders**

The PRC Company Law gives shareholders the right to inspect the company's articles of association, minutes of the general meetings and financial and accounting reports. Under the article of association, shareholders have the right to inspect and copy (at reasonable charges) certain information on shareholders and on directors which is similar to the rights of shareholders of Hong Kong companies under the Companies Ordinance.

### **Receiving Agent**

Under the Hong Kong law, dividends once declared by the board of directors will become debts payable to shareholders. The limitation period for debt recovery action under Hong Kong law is six years, while under the PRC law this limitation period is two years.

The Mandatory Provisions require that the relevant company shall appoint a receiving agent for shareholders who hold overseas listed foreign shares, and the receiving agent shall receive on behalf of such holders of shares dividends declared and other monies owed by the company in respect of its overseas listed foreign shares.

### **Corporate Reorganization**

Corporate reorganization involving a company incorporated in Hong Kong may be effected in a number of ways, such as a transfer of the whole or part of the business or property of the company in the course of voluntary winding up to another company pursuant to Section 237 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or a compromise or arrangement between the

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## **APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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company and its creditors or between the company and its members pursuant to Section 673 and Division 2 of Part 13 of the Companies Ordinance, which requires the sanction of the court. In addition, subject to the shareholders’ approval, an intra-group wholly-owned subsidiary company may also be amalgamated horizontally or vertically under the Companies Ordinance.

Under PRC law, merger, division, dissolution or change to the status of a joint stock limited liability company has to be approved by shareholders in general meeting.

### **Special Withdrawal**

Under the PRC Company Law, a joint stock limited liability company is required to make transfers equivalent to certain prescribed percentages of its after tax profit to the statutory common reserve fund. There are no corresponding provisions under Hong Kong law.

### **Arbitration of Disputes**

In Hong Kong, disputes between shareholders and a company or its directors, managers and other senior management may be resolved through the courts. The Mandatory Provisions provides that disputes between a holder of H shares and the Company, a holder of H shares and directors, supervisors, managers and other members of senior management of the Company or a holder of H shares and a holder of domestic listed shares, arising from the Articles of Association, the PRC Company Law or other relevant laws and administrative regulations which concerns the affairs of the Company should, with certain exceptions, be referred to arbitration at either the HKIAC or the China International Economic and Trade Arbitration Commission. Such arbitration is final and conclusive.

The Securities Arbitration Rules of the HKIAC contain provisions allowing, upon application by any party, an arbitral tribunal to conduct a hearing in Shenzhen for cases involving the affairs of companies incorporated in the PRC and listed on the Hong Kong Stock Exchange so that PRC parties and witnesses may attend. Where any party applies for a hearing to take place in Shenzhen, the tribunal shall, where satisfied that such application is based on bona fide grounds, order the hearing to take place in Shenzhen conditional upon all parties, including witnesses and arbitrators, being permitted to enter Shenzhen for the purpose of the hearing. Where a party, other than a PRC party or any of its witnesses or any arbitrator, is not permitted to enter Shenzhen, then the tribunal shall order that the hearing be conducted in any practicable manner, including the use of electronic media. For the purpose of the Securities Arbitration Rules of the HKIAC, a PRC party means a party domiciled in the PRC other than the territories of Hong Kong, Macau and Taiwan.

### **Remedies of a Company**

Under the PRC Company Law, if a director, supervisor or manager in carrying out his duties infringes any law, administrative regulation or the articles of association of a company, which results in damage to the company, that director, supervisor or manager should be responsible to the company for such damages.

**APPENDIX V SUMMARY OF CERTAIN LEGAL AND REGULATORY MATTERS**

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The Hong Kong Listing Rules require listed companies' articles of association to provide for remedies of the company similar to those available under Hong Kong law (including rescission of the relevant contract and recovery of profits from a director, supervisor or senior management).

**Dividends**

The company has the power in certain circumstances to withhold, and pay to the relevant tax authorities, any tax payable under PRC law on any dividends or other distributions payable to a shareholder.

Under Hong Kong law, the limitation period for an action to recover a debt (including the recovery of declared dividends) is six years, whereas under PRC laws, the relevant limitation period is two years. The company must not exercise its powers to forfeit any unclaimed dividend in respect of shares until after the expiry of the applicable limitation period.

**Closure of Register of Shareholders**

The Companies Ordinance requires that the register of shareholders of a company must not be closed for the registration of transfers of shares for more than thirty (30) days (extendable to sixty (60) days in certain circumstances) in a year.

As required by the Mandatory Provisions, share transfers shall not be registered within thirty (30) days before the date of convening a general meeting or within five (5) days before the base date of distribution of dividends.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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This appendix sets out the summary of the principal provisions of the Articles of Association and their subsequent amendments which will be effective on the date of the [REDACTED] on the Stock Exchange. The principal objective of this appendix is to provide potential investors with an overview of the Articles of Association, hence it does not contain all information that may be important to potential investors. As stated in the section “Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection” in Appendix VIII of the [REDACTED], the full Chinese text of the Articles of Association is available for inspection.

**SHARES**

**Shares and Registered Capital**

The shares of the Company shall take the form of equity.

The Company shall have ordinary shares at all times. The Company may set other types of shares subject to needs, upon approval by authorities that are authorized by the State Counsel.

The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have the equal rights. The issuing conditions and price for each share of the same class issued at the same time shall be the same and each share subscribed by any entity or individual shall be subscribed at the same price.

Upon approval by the securities regulatory authority of the State Council or other relevant regulatory authorities, the Company may offer its shares to both domestic and foreign investors. Subject to approval of the Company’s plans to issue overseas-listed foreign shares and domestic shares by the securities regulatory authorities of the State Council, the Board of the Company may make arrangement to implement such plans for the issue of such shares. The Company may separately implement its plan for issuing overseas-listed foreign shares and domestic shares pursuant to the preceding provision within 15 months from the date of approval of the securities regulatory authorities of the State Council. If the Company separately issues overseas-listed foreign shares and domestic shares within the total number specified in the issue scheme, the said shares shall be issued respectively at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several stages, subject to approval of the securities regulatory authority of the State Counsel.

**Increase or Decrease of Share Capital**

Pursuant to relevant requirements of the Articles of Association, the Company may, based on its business and development needs, approve the increase of the capital in the following manners:

- (I) offer new shares to non-specified investors for subscription;
- (II) issue new shares to existing shareholders;
- (III) issue bonus shares to existing shareholders;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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(IV) other manners permitted under laws and administrative regulations.

The increase of capital by issuing new shares shall be subject to approval as specified in the Articles of Association and follow the procedures specified by the relevant laws and administrative regulations of the PRC.

The Company may reduce its registered capital. The reduction of registered capital shall be made in accordance with the Company Law and other relevant laws, regulations and regulatory documents as well as procedures stipulated in the Articles of Association. The Company shall prepare a balance sheet and a list of property inventory for reduction of registered capital.

The Company shall notify its creditors within ten (10) days from the date of the resolution on reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days from such resolution. The creditors shall, within thirty (30) days of receiving the written notice, or within forty five (45) days of the date of the public announcement for those who have not received the written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment.

The reduced registered capital of the Company may not be less than the statutory minimum.

**Repurchase of Shares**

The Company may, in the following circumstances, repurchase its outstanding shares by the procedure provided for in the Articles of Association, after approval by the competent state authorities:

- (I) canceling shares in order to reduce the registered capital of the Company;
- (II) merging with other companies holding shares of the Company;
- (III) awarding shares to employees of the Company;
- (IV) shareholders objecting to resolutions of the general meeting concerning merger or division of the Company, requiring the Company to buy their shares;
- (V) other circumstances permitted by laws and administrative regulations.

Where the Company repurchases its shares in accordance with the above requirements, in case (I) circumstances, the shares shall be cancelled within ten (10) days from the day of the repurchase; in case (II) or (IV) circumstances, the shares shall be transferred or cancelled within six months; and in case (III) circumstances, the maximum number of the shares repurchased shall not exceed 5% of its total issued shares and the shares purchased shall be transferred to the employees within one year.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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The Company may repurchase its shares in any of the following ways with approval from the relevant competent authorities:

- (I) making a general offer to repurchase shares from all shareholders in proportion to their shareholdings;
- (II) repurchasing shares through open transactions in the stock exchange;
- (III) repurchasing shares based on an off-market agreement;
- (IV) in other circumstances permitted and approved by laws, administrative regulations, and normative documents and regulatory authorities.

When repurchasing shares based on an off-market agreement, the Company shall obtain prior approval at the general meeting. Where prior approval has been obtained from the shareholders in a shareholders’ meeting in the same manner, the Company may release or modify the contract entered into in the aforesaid manner or waive any rights granted under such contract.

The aggregate par value of the shares cancelled shall be reduced from the amount of the Company’s registered capital.

**Share Transfer**

Save as otherwise provided in laws and administrative regulations, shares of the Company may be transferred freely and shall be free of any lien.

The Company shall not accept its shares as a pledge.

**Financial assistance for purchasing Shares of the Company**

Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to purchasers or prospective purchasers of shares of the Company. The said purchasers of shares of the Company shall include persons who directly or indirectly assume obligations as a result of purchasing shares of the Company.

Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to the above obligors in order to reduce or release them from their obligations. This provision does not apply to the circumstances mentioned in the Article 32.

The above restrictions shall not apply for the following circumstances:

- (I) where the Company provides the relevant financial assistance genuinely for the benefit of the Company and the main purpose of the financial assistance is not to purchase the shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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- (II) lawful distribution of the Company’s property in the form of dividends;
- (III) distribution of dividends in the form of shares;
- (IV) reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with the Articles of Association;
- (V) provision of a loan by the Company within its scope of business for ordinary business (provided that the same does not lead to a reduction in the net assets of the Company or that even if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profit);
- (VI) the provision of money by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that even if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profit).

**SHAREHOLDERS AND SHAREHOLDERS’ GENERAL MEETING**

**Shareholders**

The Company’s shareholders are persons that lawfully hold shares of the Company and whose names are listed on the register of shareholders. Shareholders shall enjoy rights and bear obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.

Holders of ordinary shares of the Company are entitled to:

- (I) to collect dividends and other distributions in other forms in proportion to the number of shares held by them;
- (II) to attend or appoint a proxy to attend general meetings in accordance with the laws and to exercise voting rights according to their respective shareholding;
- (III) to oversee the business activities of the Company, and to make recommendations or inquiries;
- (IV) to transfer or pledge shares held by them in accordance with laws, administrative regulations and Articles of Association;
- (V) to obtain relevant information in accordance with the Articles of Association, which shall include:
  - 1. obtaining a copy of the Articles of Association after paying a reasonable charge;
  - 2. being entitled to examine and, after payment of reasonable charges, make a copy of:

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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- (1) all parts of the register of shareholders;
- (2) personal data of Directors, Supervisors, managers and other senior management of the Company, including:
  - (a) present and former names and aliases;
  - (b) principal address (residence);
  - (c) nationality;
  - (d) full-time and all other part-time occupations and positions;
  - (e) documents of identity and their numbers.
- (3) shareholding in the Company;
- (4) reports containing details of the aggregate par value, quantity, and highest and lowest prices of each class of shares repurchased by the Company since the last accounting year as well as all the expenses paid by the Company therefor;
- (5) minutes of general meetings (only available for reference by shareholders); special resolutions of general meetings.
- (6) the latest audited financial statements, reports of the Board, auditor’s report and the Supervisory Committee’s report of the Company;
- (7) a copy of the latest annual return filed with the State Administration for Industry and Commerce or other competent authorities of the PRC;
- (8) stubs of corporate bonds, resolutions of Board meetings, resolutions of the Supervisory Committee meetings, and financial reports;

Save for item (2), the Company shall make available documents referred in items (1) to (7) at its address in Hong Kong for inspection by the public and the shareholders free of charge pursuant to the requirements of the Hong Kong Listing Rules.

- (VI) shareholders having objection to resolutions of the general meeting concerning merger or division of the Company may require the Company to buy the shares held by them;
- (VII) in the event of the termination and liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;



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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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(VIII) other rights conferred by laws, administrative regulations, relevant requirements from the regulatory authority and stock exchange on which shares of the Company are listed and the Articles of Association.

No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

Rights of legal person shareholders of the Company are exercised by their legal representatives or agents on their behalf.

Any resolution of the general meeting or the Board that is in violation of laws or administrative regulations will be void. If the procedure of convening or the method of voting at a general meeting or a Board meeting violates the laws, administrative regulations or the Articles of Association, or if the content of a resolution is in breach of the Articles of Association, shareholders shall have the right to petition the People’s Court to revoke such resolution within sixty (60) days from the date on which the resolution is adopted.

In the event of any loss caused to the Company as a result of violation of laws, administrative regulations or the Articles of Association by the Directors or senior management when performing their duties, any of the shareholders who holds 1% or more of the shares individually or jointly for no less than one hundred and eighty (180) consecutive days shall have the right to request the Supervisory Committee in writing to initiate litigation before the People’s Court. In the event of any loss caused to the Company as a result of violation of laws, administrative regulations or the Articles of Association by the Supervisory Committee when performing its duties, any of the shareholders may request the Board in writing to initiate litigation before the People’s Court. In the event that the Supervisory Committee or the Board dismisses the written request of any of the shareholders as specified in the preceding provision, or withholds from instituting litigation within thirty (30) days of the receipt of the request, or that the failure to institute litigation immediately may otherwise cause irreparable damage to the interest of the Company in an urgent circumstance, such shareholder(s) as mentioned in the preceding paragraph shall have the right to initiate litigation before the People’s Court in the name(s) of such shareholder(s) in the interest of the Company.

In the event that any Director or senior management violates laws, administrative regulations or the Articles of Association to the detriment of the interest of the shareholders, the shareholders may initiate litigation before the People’s Court.

The holders of ordinary shares of the Company shall be subject to the following obligations:

- (I) to comply with the laws, administrative regulations and the Articles of Association;
- (II) to make capital contribution with respect to the shares subscribed for and the method of subscription;
- (III) to be liable to the Company to the extent of the shares they subscribed;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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- (IV) save as stipulated by laws or regulations, no share refund is allowed after registration with the Company;
- (V) to safeguard the Company’s legitimate rights and interests, to support the Company’s operation and management; not to jeopardize the Company’s development; not to participate in any business which directly competes with the Company’s business;
- (VI) not to abuse their rights as shareholders to jeopardize the Company’s or other shareholder’s rights; not to abuse of the Company’s status as an independent legal person or any abuse of the limited liability of a shareholder to jeopardize the interests of the Company’s creditors;
- (VII) other obligations imposed by laws, administrative regulations and the Articles of Association.

Unless otherwise specified, shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

In the event of any damage caused to the Company or other shareholders arising from any abuse of the shareholder’s right, such shareholder shall be liable for compensation in accordance with laws. In the event of any material damage caused to the interest of the creditors of the Company arising from any abuse of the Company’s independent legal person status and the limited liability of the shareholders by any shareholder to evade from debts, such shareholder shall be jointly and severally liable for the Company’s debts.

**General Rules of Shareholders’ General Meeting**

The Shareholder’s general meeting is the organ of authority of the Company and shall exercise the following functions:

- (I) to determine the operating policies and investment plans of the Company;
- (II) to elect or remove non-employee representatives Directors, and to determine the remuneration of such Directors;
- (III) to elect or remove non-employee representatives Supervisors, and to determine the remuneration of such Supervisors;
- (IV) to consider and approve reports of the Board;
- (V) to consider and approve reports of the Supervisory Committee;
- (VI) to consider and approve the proposed annual financial budgets and final accounts of the Company;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

- (VII) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (VIII) to decide on any increase or reduction of registered capital of the Company;
- (IX) to decide on the issue of corporate bonds;
- (X) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;
- (XI) to amend the Articles of Association;
- (XII) to determine the appointment or dismissal of accounting firms which are responsible for auditing matters of the Company;
- (XIII) to consider proposals from shareholders representing 3% or more of voting rights in the Company;
- (XIV) to consider and approve external guarantees required to be resolved at a general meeting pursuant to laws, administrative regulations and the Articles of Association;
- (XV) to consider the purchase or sale of material assets of the Company within one year, or the amount of guarantee exceeding 30% of the most recently audited total assets;
- (XVI) to consider the amount of each investment of the company exceeding 3% of the most recently audited total assets.
- (XVII) to consider stock incentive plan;
- (XVIII) to consider and approve connected transactions required to be resolved at a general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange of the place in which the shares of the Company are listed and the Articles of Association;
- (XIX) to consider and approve other matters required to be resolved at a general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange of the place in which the shares of the Company are listed and the Articles of Association;

Without prior approval from a general meeting, the Company shall not enter into a contract with a person other than a Director, Supervisor, general manager or other senior management members whereby the management of all or a material part of the business of the Company is delegated to such person.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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General meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year.

The Board shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:

- (I) when the number of Directors is less than the number as stipulated in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;
- (II) when the uncovered loss of the Company that have not been made up reach one-third of the total share capital;
- (III) when shareholders who individually or collectively hold more than 10% of total number of the Company’s shares entitled to vote make a written request to convene an extraordinary general meeting;
- (IV) whenever the Board considers necessary or Supervisory Committee proposes to convene a general meeting;
- (V) such other circumstances as specified by laws, administrative regulations or the Articles of Association.

**Convening of General Meeting**

A general meeting shall be convened by the Board and shall be presided over by the Chairman in accordance with the Company Law and the Articles of Association. If the Chairman is unable or fails to perform his duties, such meeting shall be presided over by a Director jointly recommended by the majority of the Directors.

If the Board is unable or fails to fulfill the obligation of convening a general meeting, the Supervisory Committee shall convene and preside over such meeting. If the Supervisory Committee does not convene or preside over such meeting, the shareholders individually or jointly holding no less than 10% of shares of the Company for no less than ninety (90) consecutive days may convene and preside over such meeting on their own.

Shareholders who request an extraordinary general meeting or a general meeting of a class of shareholders shall comply with the following procedures:

- (I) two or more shareholders who together hold 10% or more of the shares carrying the right to vote in the meeting can request the board of Directors to convene an extraordinary general meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions and resolutions proposed. The Board shall convene the extraordinary general meeting or the class meeting as specified in the request as soon as possible. The shareholdings referred to above shall be calculated as at the date of request made.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

- (II) If no notice of convening a general meeting was issued within thirty (30) days after the Board receiving the abovementioned written request(s), the shareholders making the request(s) can convene a meeting by themselves within four (4) months after the Board receiving the abovementioned written request(s), and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the Board as much as possible.

All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting Directors.

**Proposals at General Meeting**

As a general meeting is convened, the Board, the Supervisory Committee and any shareholders individually or jointly holding 3% or more of the Company’s shares with voting rights in aggregate may propose any written resolution to the Company.

Such shareholders who hold 3% or more of the Company’s shares with voting rights in aggregate may submit an interim proposal in writing to the convener at least fifteen (15) business days prior to the general meeting date. The convener shall then send a supplemental notice to the shareholders to announce the interim proposal, within three (3) business days upon receipt of such proposal.

Other than the above circumstances, the convener shall not make any change in the notice of the general meeting to the existing proposals or add any new proposal after the publication of the notice.

The Company shall, based on the written replies received twenty (20) days before the general meeting date, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to not less than half of the Company’s total voting shares, the Company may hold the general meeting; if not, the Company shall within five (5) days notify the shareholders by way of public announcement of matters to be considered at and the place and date of the meeting.

No extraordinary meeting shall resolve matters not stipulated on its notice.

**Resolutions at General Meeting**

Resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be passed by shareholders in attendance (including proxies) holding at least half of the voting rights. Special resolutions of a general meeting shall be passed by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

The following matters shall be passed as ordinary resolutions in a general meeting:

(I) Save as otherwise provided in laws, administrative regulations and the Articles of Association, the following matters shall be passed as ordinary resolutions in a general meeting:

- (1) work reports of the Board and the Supervisory Committee;
- (2) profit distribution plans and plans for making up losses drafted by the Board;
- (3) appointment, dismissal and remuneration of the members of the Board and the Supervisory Committee and methods of payment of their remuneration;
- (4) annual financial budgets and final accounts, balance sheets, income statements and other financial statements of the Company;
- (5) matters other than those required to be passed as special resolutions pursuant to laws, administrative regulations and the Articles of Association;

(II) The following matters shall be passed as special resolutions in a general meeting:

- (1) increase or reduction in share capital of the Company and issuance of shares of any class, warrants and other similar securities;
- (2) amendments to the Articles of Association;
- (3) issuance of bonds by the Company;
- (4) merger, division, dissolution, liquidation or change of corporate form of the Company;
- (5) any purchase, sale of material assets or guarantee by the Company within one year with an amount exceeding 30% of the Company’s total assets, save for requirement from the Company’s daily operation and provision of guarantees for the Company and its wholly-owned subsidiaries;
- (6) other matters specified by laws, regulations or the Articles of Association and matters specified by ordinary resolutions of general meeting that are considered to be significant to the Company and shall be passed as special resolutions in a general meeting.

When a connected transaction is considered at a general meeting, the connected shareholders shall abstain from voting. The voting shares held by connected shareholders shall not be counted in the total number of shares with voting rights. The resolutions of the general meeting shall fully disclose the voting of the shareholders who are not connected parties.

**SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**

Shareholders of different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and provisions of the Articles of Association.

If the Company proposes to change or nullify the rights of a certain class of shareholders, such proposal shall be passed by a special resolution at a general meeting and be passed at the meeting convened according to the requirements of the Articles of Association for the affected class of shareholders.

The rights of a certain class of shareholders shall be deemed to have been changed or nullified in the following circumstances:

- (I) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of other class which enjoy the same or more voting rights, distribution rights or other privileges;
- (II) to convert part or whole of the shares of that class into another class, convert part or whole of the shares of another class into that class, or grant such conversion rights;
- (III) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;
- (IV) to reduce or nullify the privileged rights of that class of shares to acquire dividends or to obtain distribution of assets during liquidation of the Company;
- (V) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Company;
- (VI) to nullify or reduce the rights of that class of shares to receive amounts payable by the Company in a particular currency;
- (VII) to create a new class of shares which enjoys the same or more voting rights, distribution rights or other privileges as compared with that class of shares;
- (VIII) to restrict the transfer and ownership of that class of shares, or increase the restrictions;
- (IX) to grant the share subscription options or share conversion options of or another class of shares;
- (X) to increase the rights or privileges of another class of shares;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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(XI) any restructuring scheme of the Company that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;

(XII) to revise or nullify the provisions in the Article of Association.

Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at shareholders' class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article 88 in this Articles, but interested shareholders shall not be entitled to vote at such shareholders' class meetings.

A resolution of the meeting for a certain class of shareholders shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 89 in the Articles of Association.

The special voting procedures for class shareholders shall not apply to the following circumstances:

- (I) the Company independently, upon the approval by way of special resolution by general meeting, issues domestic shares and/or overseas listed foreign shares every twelve months, provided that the amount of each of the domestic shares and overseas listed foreign shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;
- (II) the Company's plan on issuing domestic shares and overseas listed foreign shares at time of its incorporation, which is completed within fifteen (15) months upon the date of approval from the securities regulatory authorities of the State Council.

## **DIRECTORS AND BOARD**

### **Directors**

Directors shall be elected or appointed by general meeting, for a term of three years. A director may be re-elected and reappointed upon expiry of his or her term of office.

A Director is not required to hold any Share of the Company.

The term of office of a Director shall commence from the date on which he/she takes his position to the expiration of the session of the Board of directors he/she serves. Where re-election is not carried out promptly after a director's term of office expires, the existing director shall continue to perform the duties owed by a director subject to the laws, administrative regulations, departmental rules and the Article of Association before a new director is elected to take up the office.

The Company shall have independent non-executive Directors. Independent non-executive Directors refer to the Directors who hold no position in the Company other than the position of independent non-executive Director and have no relationship with the Company and its major



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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

shareholder(s) that may prevent them from making objective and independent judgment. At least one-third of members of the Board of the Company shall be independent non-executive Directors (hereinafter referred to as “Independent Director(s)”), and the total numbers shall not fewer than three, including at least one member must has appropriate accounting or relevant financial management expertise (refers to person with senior title or qualification of certified public accountant), and satisfies the requirements with Rule 3.10(2) of the Hong Kong Listing Rules.

**Board**

The Board of the Company shall be composed of six to thirteen Directors. At least one-third of members of the Board of the Company shall be independent Directors, and the total numbers shall not fewer than three. The Board shall have one chairman.

The Board shall be accountable to the general meeting and perform the following duties and powers:

- (I) to convene the general meeting and to propose the general meeting to approve relevant matters as well as report its performance at the general meetings;
- (II) to implement resolutions adopted at the general meetings;
- (III) to make decisions on the Company’s business plans and investment plans;
- (IV) to formulate the Company’s annual financial budgets and annual final accounting plans;
- (V) to formulate the Company’s profit distribution plans and loss recovery plans;
- (VI) to formulate the proposals on the increase or reduction of the Company’s registered capital, the proposals on the issuance of corporate bonds and securities listing plans;
- (VII) to formulate the plans for merger, division, dissolution or other changes in corporate form of the Company;
- (VIII) to determine the establishment of internal management departments and the establishment of branches;
- (IX) to appoint or dismiss the general manager and determine the remunerations; and to appoint or dismiss the deputy general manager and the responsible financial officer as nominated by the general manager and to determine their remunerations and rewards and punishments;
- (X) to formulate the basic management system of the Company;
- (XI) to formulate the proposals for any amendment to the Articles of Association;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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- (XII) to propose the engagement or replacing of accounting firm which undertakes the audit business of the Company to the general meeting;
- (XIII) to determine the external guarantee matter of the Company other than those to be considered by the general meeting;
- (XIV) to determine the purchase or sale of major assets of the Company within a year, or the amount of guarantee, which does not exceed 30% of the most recently audited total assets;
- (XV) to determine the amount of each investment of the Company which exceeds 0.03% but does not exceed 3% of the most recently audited total assets (or the amount of the investment does not exceed 0.03% of the total assets of the Company, or may have a significant impact on the Company);
- (XVI) to approve the connected transaction shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the Shares of the Company are listed and the Articles of Association;
- (XVII) duties and powers granted by the Articles of Association and the general meeting;
- (XVIII) other matters required in the laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Shares of the Company are listed.

Resolutions by the Board on the matters referred to in the preceding paragraph shall, be passed by the affirmative vote of more than one half of all of the Directors with the exception of resolutions on the matters referred to in items(VI), (VII) and(XI), which shall require the affirmative vote of at least two-thirds of all of the Directors for adoption.

The chairman of the Board shall perform the following duties and powers:

- (I) to preside over the general meetings, and to convene and preside over Board meetings;
- (II) to inspect the implementation of the resolutions of the Board;
- (III) to sign the securities issued by the Company;
- (IV) to sign the legally binding document and important documents with external parties;
- (V) other duties and powers granted by the Board.

If the chairman of the Board is unable or fails to perform his or her duties and powers, a director elected jointly by half or more of the directors shall perform the chairman’s duties and powers on his or her behalf.

The Board meetings are divided into regular Board meetings and extraordinary Board meetings.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

Regular Board meetings shall be convened at least four times a year, and it shall be convened by the chairman. Notices of regular Board meetings shall be sent to all directors fourteen (14) days prior to the convening date of the relevant meeting. The regular Board meetings shall be not convened by circulation of a written resolution.

The chairman of the Board shall convene and preside over an extraordinary Board meeting within ten (10) days from the date of receipt of one of the following requests:

- (I) when proposed by shareholders representing more than one tenth of the total number of shares carrying voting rights of the Company;
- (II) joint request of one-third or more of the Directors;
- (III) request of the Supervisory Committee;
- (IV) request of the general manager.

Notice of a regular Board meeting should be at least fourteen (14) days. When an extraordinary Board meeting is required to be convened promptly in emergency situations, the meeting notice can be given via phone or other verbal means but the convener shall make explanations at the meeting.

A Board meeting shall not be convened unless more than half of the Directors (including Directors appointed to attend on his or her behalf) are present. Each Director shall have one vote at the Board meeting. Unless otherwise required by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by a majority vote of all directors.

When the number of dissenting votes is equal to affirmative votes, the Chairman may cast another vote. When the Board is considering the relevant connected transaction, connected Directors shall not participate in the voting and shall not vote on behalf of other Directors as proxy, and their votes with voting right shall not be counted in the total votes. The Board meeting can be convened with the attendance of over half of the non-connected directors. The resolution of Board meeting shall be passed by a simple majority of non-connected directors, and it shall fully disclose the voting of non-connected Directors. If less than three non-connected directors attend the Board meeting, the matters shall be submitted for the consideration of the general meeting.

Directors shall attend the meeting of the board of directors in person. If for any reason the directors are unable to attend, they may authorize other directors in written to attend the Board meeting on their behalf, but the scope of authorization shall be stated in the power of attorney. The representatives of the directors attending the meeting shall exercise their authorities within the scope as authorised. Any director absents from the meeting of the Board who fails to appoint a representative is deemed to have waived their voting rights at such meeting.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

The Board shall maintain minutes to record its decisions on the matters it has considered. Directors present at the meeting and the minute-taker shall sign on the minutes. A director who has expressly objected to a resolution is entitled to request his/her objection to the resolution to be recorded in minutes of the meeting.

**Secretary to the Board**

The Company shall have a Secretary to the Board and shall be accountable to the Board. The Secretary to the Board shall be a senior management officer of the Company.

The office of the Secretary to the Board shall be held by a natural person with necessary professional knowledge and experience, who shall be appointed by the Board.

The primary duties of the Secretary to the Board are:

- (I) to keep the Company’s organizational documents and records intact;
- (II) to ensure that the Company timely prepares and submits the reports and documents required by the regulatory departments;
- (III) to prepare the Board meeting and the general meeting, and is responsible for the recording in meeting and keeping of documents and record of meeting;
- (IV) to ensure the proper maintenance of the Company’s register of members, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;
- (V) to deal with the information disclosure;
- (VI) other responsibilities required by the applicable laws, regulations, rules, listing rules of the stock exchange and other regulations and the Articles of Association.

A director or other senior management officer of the Company may concurrently serve as the secretary to the Board. No accountant of the accounting firm engaged by the Company shall concurrently serve as the secretary to the Board.

Where a director concurrently serves as the secretary to the Board and a certain matter is required to be done by Directors and the secretary to the Board respectively, he/she shall not do the act in his/her double capacities.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

**SUPERVISORS AND SUPERVISORY COMMITTEE**

**Supervisors**

The members of the Supervisory Board shall be composed of four shareholder representative Supervisors and two employee representative Supervisors. The shareholder representative Supervisors shall be elected or dismissed by the general meeting. Employee representative Supervisors shall be elected or dismissed at the employee representative meeting, employee meeting or other forms of the Company. The number of employee representative Supervisors shall not less than one-third of the total number of Supervisors.

The Directors, general manager and other senior management shall not be supervisors concurrently.

**Supervisory Committee**

Supervisory Committee shall be composed of six persons. Supervisory Committee shall have one chairman, which shall be elected or dismissed by two-thirds or more of the Supervisors. The chairman of Supervisory Committee convenes and presides over meeting of Supervisory Committee; when the chairman of the Supervisory Committee is unable or fails to perform his or her duties, a supervisor appointed by half or more of all supervisors shall convene and preside over the meetings of the Supervisory Committee.

The Supervisory Committee shall be accountable to the general meeting and perform the following duties and powers:

- (I) to monitor whether the Directors, general manager and other senior management act in contravention to the laws, administrative regulations and the Articles of Association, and to propose suggestion of dismissal to the Directors and senior management who violates laws, administrative regulations, the Articles of Association and the resolutions of the general meeting;
- (II) to demand rectification from the Directors, general manager and other senior management when their acts are detrimental to the interests of the Company, and to report to the general meeting or the relevant competent authorities of the State when necessary;
- (III) to check the financial condition of the Company;
- (IV) to propose to convene the extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform its responsibilities under the requirements of the Articles of Association to convene and preside over the general meeting;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

- (V) to check financial reports, operation reports and profit distribution proposals submitted by the Board to the shareholders’ general meeting, and to engage, on behalf of the Company, certified accountants and auditors to review such reports if any problems are identified;
  
- (VI) to propose proposals to the general meeting;
  
- (VII) to propose to convene the extraordinary Board meeting;
  
- (VIII) to bring a lawsuit against Directors and senior management in accordance with the requirements of the Company Law;
  
- (IX) to perform other duties as required by the laws, administrative regulations and the Articles of Association.

Supervisors have the right to attend the Board meetings as non-voting observers and make inquiries or suggestions on matters to be resolved by the Board.

Supervisor Committee meetings shall be convened at least once every six months, and it shall be convened by the chairman of Supervisor Committee. Supervisor Committee can suggest to convene the extraordinary Supervisor Committee meetings. The regular Supervisor Committee meetings shall not be convened by circulation of a written resolution.

Notices of the regular Supervisor Committee meetings and extraordinary Supervisor Committee meetings may be given by phone, in person, by facsimile, by courier or by registered airmail; notice period of meeting: at least ten (10) days prior to the convening of the Supervisor Committee meeting. When an extraordinary Supervisor Committee meeting is required to be convened promptly in emergency situations, the meeting notice can be given via phone or other verbal means but the convener shall make explanations at the meeting.

**Resolutions of Supervisor Committee**

Each supervisor shall have one vote. The resolution made by the Supervisor Committee shall be passed by two-thirds or more of the members of the Supervisors.

**GENERAL MANAGER AND OTHER SENIOR MANAGEMENT**

The Company shall have one general manager, several deputy general managers, one responsible financial officer and one secretary to the Board, all of whom are appointed or dismisses by the Board.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

The general manager shall be accountable to the Board and perform the following duties and powers:

- (I) to lead the management of production and operation, and to organize and implement the resolutions of the Board;
- (II) to organize and implement the annual operation plan and investment proposal of the Company;
- (III) to propose the establishment proposal of the internal management departments;
- (IV) to formulate the basic management system of the Company;
- (V) to formulate the basic rules of the Company;
- (VI) to propose the Board to appoint or dismiss deputy general manager, responsible financial officer of the Company;
- (VII) to appoint or dismiss the management other than appointment or dismissal by the Board;
- (VIII) other duties and powers granted by the Articles of Association and the general meeting;

General manager has the right to attend the Board meetings as non-voting observers and the general manager who is not a Director has no voting right.

**Qualifications and Duties of the Directors, Supervisors and other Senior Management of the Company**

In the conditions as set out below, the following persons shall not serve as Directors, Supervisors, general manager or other senior management of the Company:

- (I) persons without civil capacity or with limited civil capacity;
- (II) persons who have committed corruption, bribery, embezzlement, misappropriation of property or disruption of the order of socialist market economy and have been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence, or who have been deprived of their political rights due to the commission of a criminal offense, where less than five years have elapsed since the date of restoring their political rights;
- (III) persons who were former directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

- (IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation;
- (V) persons who have a substantial amount of debts due and outstanding;
- (VI) persons who were investigated by judicial offices and the lawsuit is not settled yet;
- (VII) persons who cannot serve as corporate leaders according to laws and administrative regulations;
- (VIII) non-natural person;
- (IX) persons who have been convicted by the competent authority for violation of securities regulations and acting fraudulently or dishonestly, where less than five years have elapsed since the date of conviction;
- (X) circumstances as required by the relevant laws and regulations of a place where the Company’s securities are listed.

The validity of the conduct of Directors, general manager or other senior management who act in good faith on behalf of the Company with respect to third parties shall not be affected by any irregularity in their appointment, election or qualification.

Besides the obligations as stipulated in the laws, administrative regulations or the listing rules of the stock exchanges where the stocks of the Company are listed, the Directors, Supervisors, general manager and other senior management of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:

- (I) not to allow the Company to operate beyond the scope stated in the business license;
- (II) to act, *bona fide*, in the best interests of the Company;
- (III) not to deprive in any way the properties of the Company, including but not limited to opportunities advantageous to the Company;
- (IV) not to deprive the personal interests of shareholders, including but not limited to the right to distributions and the right to vote; however, company restructuring proposed to the general meeting for approval in accordance with the Articles of Association is excluded.



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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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The directors, supervisors, general manager and other senior management of the Company shall perform their duties in accordance with the principle of honesty and shall not put themselves in a position where their duties and their interests may conflict. These principles include but not limited to the following:

- (I) to act, *bona fide*, in the best interests of the Company;
- (II) to exercise powers within the scope of their powers;
- (III) to exercise their discretion vested in them and not to allow themselves to act under the control of another and, unless and to the extent permitted by the laws, administrative regulations or with the consent of shareholders’ general meeting, not to delegate others to exercise their discretion;
- (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
- (V) not to enter into any contract, transaction or arrangement with the Company unless otherwise provided by the Articles of Association or with the consent of shareholders’ general meeting;
- (VI) not to use the Company’s property for their own benefit without the consent of shareholders’ general meeting;
- (VII) not to exploit their positions to accept bribes or other illegal income or expropriate the property of the Company by any means, including but not limited to opportunities advantageous to the Company;
- (VIII) not to accept commissions in connection with the transactions of the Company without the consent of shareholders’ general meeting;
- (IX) to abide by the Articles of Association, perform their official duties faithfully and protect the interests of the Company, and not to exploit their positions and powers in the Company for their own interests;
- (X) not to compete with the Company in any way unless with the consent of shareholders’ general meeting;
- (XI) not to misappropriate the Company’s funds, not to open accounts in their own names or other names for the deposit of the assets or funds of the Company; not to violate the provisions of the Articles of Association by lending the Company’s funds to others or providing guarantees to a shareholder of the Company or other individual(s) with the assets of the Company, without consent by a general meeting or of the Board;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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(XII) unless otherwise permitted by shareholders’ general meeting, to keep confidential the information acquired by them in the course of and during their tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other government authorities is permitted if the disclosure is:

- (i) by order of the laws;
- (ii) in the interests of the public;
- (iii) in the interest of the relevant Director, Supervisor, general manager or other senior management.

Proceeds from violating this Article of the persons mentioned in this Article shall belong to the Company; losses caused to the Company by such persons shall be indemnified by the same.

Directors, Supervisors, general manager or other senior management of the Company shall not direct the following persons or bodies (hereinafter referred to as the “Relevant Person”) to do anything to which the Directors, Supervisors, general manager or other senior management are not permitted:

- (I) the spouse or minor children of the Directors, Supervisors, general manager or other senior management of the Company;
- (II) the trustee of the Directors, Supervisors, general manager or other senior management of the Company or of the persons stated in (I) of this Article;
- (III) the partners of the Directors, Supervisors, general manager or other senior management of the Company or of the persons stated in (I) and (II) of this Article;
- (IV) the company(ies) solely controlled in fact by the Directors, Supervisors, general manager and other senior management or the company(ies) jointly controlled in fact by the persons mentioned in (I), (II) and (III) of this Article or other Directors, Supervisors, general manager and other senior management of the Company; and
- (V) the directors, supervisors, general manager and other senior management of the company(ies) so controlled as referred to in (IV) of this Article.

**FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION**

**Financial and Accounting Systems**

The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and the requirements of the PRC accounting standards established by the competent financial authorities of the State Council.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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In addition to the PRC accounting standards and regulations, the financial statements of the Company shall also be prepared in accordance with the international accounting standards or the accounting standards of the place outside the PRC where the shares of the Company are listed. Any material discrepancy between the financial statements prepared in accordance with two different accounting standards shall be explained in the notes to the financial statements. Distribution of profits after tax of the relevant financial year shall be based on the lower of the profits after tax shown in the two financial statements mentioned above.

Interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed.

The Company shall publish two financial reports each accounting year, i.e. an interim financial report to be published within sixty (60) days after the end of the first six months of the accounting year and the annual financial report to be published within one hundred and twenty (120) days after the end of the accounting year.

The Company shall not keep accounts other than those required by laws. The assets of the Company shall not be kept under the name of any individual.

**Profit Distribution**

During the distribution of its after-tax profit for the current year, the Company shall withdraw 10% after-tax profit as statutory common reserve fund, and the Company may not withdraw statutory common reserve fund if the cumulative amount has exceeded 50% of the Company’s registered capital.

Where the statutory common reserve fund of the Company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory common reserve fund in accordance with the above provisions.

After the withdrawing the statutory common reserve fund from the after-tax profit by the Company, the discretionary reserve may be withdrawn from the after-tax profit with the approval from the general meeting.

The profit after makeup of the loss and withdrawing of the reserves shall be available for distribution by the shareholders and shall be distributed by the Company based on the shareholding proportions of the shareholders pursuant to a resolution of the Company’s general meeting.

If the general meeting distributes profits to shareholders before the Company recovers losses and withdraws statutory common reserve fund, in violation of relevant provisions, shareholders must return to our Company the profits so distributed.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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The shares of our Company held by our Company shall not be subject to profit distribution.

Capital reserve fund includes the following items:

- (I) premium proceeds from the shares issued over their par value;
- (II) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.

The common reserve funds of the Company shall be applied for making up for losses, expanding the Company’s production and operation or capitalization. However, the capital reserve fund shall not be applied for making up losses of the Company.

The statutory reserve fund after capitalization shall not be less than 25% of the registered capital of the Company before the capitalization.

The Company make dividends distributions in the form of cash or shares.

The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign invested shares to receive, on behalf of the relevant shareholders, the dividends declared and other receivables, and to keep such payment on behalf of the shareholders for giving to them.

The collection agents appointed by our Company shall meet the requirements in local laws or in relevant stock exchange regulations in the place of listing.

The receiving agents appointed for holders of overseas-listed foreign-invested shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

**Accounting Firm**

The Company shall appoint an independent accounting firm that is qualified under the relevant national regulations to audit the Company’s annual financial reports and to review other financial reports of the Company.

The accounting firm appointed by the Company shall hold office commencing from the end of the annual general meeting of the Company and expiring upon the end of the next annual general meeting.

The accounting firm appointed by the Company to perform an annual audit shall have the following rights:

- (I) to review the financial statements, records and vouchers of the Company, and to require the Directors, general manager or other senior management of the Company to supply relevant information and explanations;

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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- (II) to require the Company to take all reasonable measures to obtain from its subsidiaries such information and explanations as are necessary for the discharge of the duties of accounting firm;
  
- (III) to attend shareholders’ general meetings and to receive all notices of meetings or other information to which any shareholders are entitled, and to speak at any shareholders’ general meeting in relation to matters concerning its role as the accounting firm of the Company.

Notwithstanding the terms set out in the contract between the Company and the accounting firm, Shareholders at a shareholders’ general meeting may, by way of ordinary resolution, remove the accounting firm before the expiration of its term of office, but without prejudice to the right of the firm to claim for damages in respect of such removal.

The remuneration of the accounting firm or the way in which the firm is to be remunerated shall be determined by the shareholders’ general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.

Prior notice shall be given to the accounting firm if the shareholders’ general meeting decides to remove or not to renew the appointment. The accounting firm shall be entitled to make representations at the relevant shareholders’ general meeting. If an accounting firm resigns from its position, it shall make representations to the shareholders’ general meeting whether there has been any impropriety on the part of the Company.

An accounting firm may resign its office by depositing a written resignation notice at the legal address of the Company. Resignation of the accounting firm shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements:

- (I) a statement to the effect that there are no circumstances in connection with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or
  
- (II) a statement of any other circumstances requiring an explanation.

Where the above notice is deposited, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (2) aforesaid, a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders.

If the notice of resignation of an accounting firm contains a statement in respect of any circumstances requiring an explanation, it may require the Board to convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.

**DISSOLUTION AND LIQUIDATION OF THE COMPANY**

The Company shall be dissolved and liquidated according to the laws upon the occurrence of the following events:

- (I) the term of business operation expires;
- (II) the general meeting has resolved to dissolve the Company by a special resolution;
- (III) merger or division of the Company entails dissolution;
- (IV) the Company is legally declared insolvent due to its failure to repay due debts;
- (V) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law;
- (VI) when serious difficulties occur to our Company’s operation and management and significant losses will be incurred to the shareholders by its continuance, and such difficulties cannot be solved by other means, the shareholders holding more than 10% of the total voting rights of all the shareholders may request the people’s court to dissolve our Company.

If the Company is dissolved pursuant to (I), (II), (V) and (VI) above, it shall establish a liquidation committee, within 15 days after the dissolution circumstance arises, which members shall be determined by way of an ordinary resolution of the general meeting. If the liquidation committee is not duly set up, the creditors may request the people’s court to designate related persons to form a liquidation committee to carry out liquidation.

If the Company is dissolved pursuant to (IV) above, the People’s Court shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals pursuant to the requirements of the relevant laws to perform the liquidation.

If the Company is dissolved pursuant to (V) above, the relevant competent authorities shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals to perform the liquidation.

If the Board decides to perform the liquidation, other than a liquidation due to the Company’s declaration of bankruptcy, it shall state in the notice for convening the general meeting in this regard that a thorough inspection in respect of the Company’s status has been made and that all the Company’s debts can be settled by it within twelve months upon commencement of the liquidation.

The Board and general manager shall lose their powers immediately after the resolution for liquidation is passed at the Shareholders’ meeting. During the liquidation, the Company shall be forbidden to carry out any new operating activities.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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In compliance with the instructions of the general meeting, the liquidation committee shall report to the general meeting at least once annually the income and expenses of the committee, the business operations of the Company and the progress of the liquidation, and to make a final report to the general meeting when the liquidation is completed.

The liquidation committee shall perform the following duties during the liquidation:

- (I) to examine and take possession of the Company’s assets and prepare a balance sheet and an inventory of assets;
- (II) to inform creditors by notice or announcement;
- (III) to deal with the outstanding affairs of the Company relating to liquidation;
- (IV) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle claims and debts of the Company;
- (VI) to dispose of the remaining assets of the Company after the settlement of debts;
- (VII) to represent our Company in civil proceedings.

The liquidation committee shall notify all creditors within ten (10) days after its establishment and shall make a public announcement in a newspaper within sixty (60) days. The creditors shall declare their rights to the liquidation committee within thirty (30) days after receipt of the notice or within forty five (45) days after announcement if the creditors have not received the notice.

The creditors shall explain matters relating to their rights and provide relevant supporting documents. The liquidation committee shall register the creditor’s rights.

In the creditor’s rights declaration period, the liquidation committee shall not make repayment to the creditors.

After the Company has examined and taken possession of its assets and prepared a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan for approval of the shareholders’ general meetings or relevant competent authorities.

The Company shall, according to the types of shares and in proportion to the shares held by the shareholders, distribute the properties of the Company remaining after successive payment of the liquidation expenses, employees’ wages, social insurance expenses and statutory compensations, outstanding taxes, and the Company’s debts.

During the liquidation period, the Company continues to exist but cannot carry out operating activities irrelevant to the liquidation.

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**APPENDIX VI**

**SUMMARY OF ARTICLES OF ASSOCIATION**

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The Company’s property shall not be distributed to the shareholders before repayment according to the preceding provision.

For dissolution due to the Company’s liquidation, after the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company’s assets are insufficient to repay its debts in full, it shall apply to the People’s Court to declare the Company bankrupt pursuant to law.

Following a ruling by the People’s Court that the Company is bankrupt, the liquidation committee shall transfer to the People’s Court all matters relating to the liquidation.

Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period which shall be submitted to the shareholders’ general meeting or the People’s Court for confirmation upon verification by a certified public accountant in the PRC. The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders’ general meeting or the relevant competent authorities, submit the liquidation report to the authorities governing the administration of industry and commerce and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.

**AMENDMENTS TO THE ARTICLES**

According to the requirements of laws, administrative regulations and the Articles of Association, the Company may amend the Company’s Articles.

For any amendment to the Articles involving the Mandatory Provisions, no amendment shall come into effect until it is approved by the department in charge of company approval under the State Council and by CSRC. If such amendment involves registration of the Company, the involved change shall be registered pursuant to law.

**SETTLEMENT OF DISPUTES**

The Company follows the following rules for settlement of disputes:

- (I) All disputes and claims arose between shareholders of overseas-listed foreign shares and the Company, between shareholders of overseas-listed foreign shares and the Company’s Directors, Supervisors, general manager or other senior management, or between shareholders of overseas-listed foreign shares and shareholders of domestic shares arising from these Articles, any rights or obligations conferred or imposed by the Companies Law and other relevant laws and administrative regulations concerning the affairs of the Company shall be referred by the relevant parties to arbitration.



Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the claim or dispute must be referred to arbitration as a whole, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is our Company or our Company’s shareholders, Directors, Supervisors, general manager or other senior management, comply with the decisions made in the arbitration.

Disputes in relation to the definition of shareholders and register of shareholders need not be resolved by arbitration.

- (II) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral institution elected by the claimant. If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.
- (III) If any disputes or claims of rights as set out in (I) are referred to arbitration, the laws of the PRC, excluding the Special Administration Region of Hong Kong, the Special Administration of Macau and the Taiwan region, shall apply, unless otherwise provided in the laws and administrative regulations.
- (IV) The arbitration award of an arbitral institution shall be final and conclusive and binding on parties thereto.
- (V) Any arbitration referred to an arbitration institution shall be deemed, as being authorized, to be subject to public hearing, and an award to be published, by the arbitration institution.

**FURTHER INFORMATION ABOUT THE COMPANY**

**Incorporation**

The Company was established in Beijing as a joint stock limited liability company on July 15, 2014. The three promoters of the Company were the Telecom Shareholders.

We have established a place of business in Hong Kong at 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on September 27, 2017 under the English corporate name of “China Tower Corporation Limited” and Chinese corporate name of “中國鐵塔股份有限公司.” Ms. Chu Ka Yee is the authorized representative of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong. The address for service of process on the Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

As the Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in Appendix V and VI.

**Changes in the Share Capital of the Company**

Upon the establishment of the Company on July 15, 2014, our registered capital was RMB10 billion.

On December 31, 2015, our registered capital increased to RMB129,344,615,024 due to the issuance of new shares to the then existing shareholders and China Reform, and completed registration on February 24, 2016. For further details, see “*History and Development — Our History.*”

Save as disclosed above, there has been no alterations in our share capital within two years immediately preceding the date of this document.

**Resolutions Passed by Our Shareholders’ General Meeting in Relation to the [REDACTED]**

At the extraordinary general meeting of the Shareholders held on May 3, 2018, the following resolutions, among others, were duly passed:

- (a) the [REDACTED] by the Company of the H Shares and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] be [REDACTED], and the grant to the [REDACTED] the [REDACTED] of not more than [REDACTED]% of the number of [REDACTED] [REDACTED] pursuant to the [REDACTED];

**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

- (c) authorization of the Board and its authorized persons to handle all matters in relation to, among other things, the [REDACTED], the [REDACTED] of the H Shares; and
- (d) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED].

**FURTHER INFORMATION ABOUT OUR BUSINESS**

**Summary of Our Material Contracts**

We have entered into the following contracts (not being contracts entered into in the ordinary and usual course of business) within the two years immediately preceding the date of this document that are or may be material:

- (a) the [REDACTED]; and



[●]

**Our Intellectual Property Rights**

As of the Latest Practicable Date, the Company has registered or has applied for the following intellectual property rights which are material to the Company’s business.

*Trademarks*

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be material to our business:

<u>No.</u>	<u>Registration No.</u>	<u>Registered Owner</u>	<u>Registered Trademark</u>	<u>Class</u>	<u>Place of Registration</u>	<u>Period of Validity</u>
1	16239140	the Company		38	PRC	December 28, 2016 to December 27, 2026
2	304220036	the Company		9,37,38	Hong Kong	July 26, 2017 to July 25, 2027

**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

*Patents*

As of the Latest Practicable Date, we have been granted the following patents which we consider to be material to our business:

<u>No.</u>	<u>Patent No.</u>	<u>Patentee</u>	<u>Patent</u>	<u>Type</u>	<u>Period of Validity</u>
1	ZL201620561504.5	the Company	A type of antenna mounting bracket for communication tower and communication tower	Utility model	January 11, 2017 to January 10, 2027
2	ZL201620554868.0	the Company	A type of protective cover for air conditioner external unit	Utility model	December 21, 2016 to December 20, 2026
3	ZL201620044774.9	the Company	A double-sector and double-band antenna used for base station	Utility model	June 8, 2016 to June 7, 2026
4	ZL201520794251.1	the Company	Omni-directional ceiling antenna	Utility model	February 3, 2016 to February 2, 2026

As of the Latest Practicable Date, we have applied for the following patents which have not yet been granted:

<u>No.</u>	<u>Application No.</u>	<u>Applicant</u>	<u>Patent</u>	<u>Type</u>	<u>Application Date</u>
1	CN201710065498.3	the Company	A type of evaluation method and system for wireless sites	Invention	February 6, 2017
2	CN201710017547.6	the Company	A kind of data sharing method and system	Invention	May 24, 2017
3	CN201710013259.3	the Company	A type of charging method and system	Invention	January 9, 2017
4	CN201510671639.7	the Company	Indoor dual-polarized omni-directional ceiling antenna	Invention	October 13, 2015

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**APPENDIX VII****STATUTORY AND GENERAL INFORMATION**

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*Domain Name*

As of the Latest Practicable Date, we have registered the following key domain name:

<b>No.</b>	<b>Registered Owner</b>	<b>Domain Name</b>	<b>Period of Validity</b>
1	the Company	www.china-tower.com	April 29, 2015 to April 28, 2019

**FURTHER INFORMATION ABOUT DIRECTORS AND SUPERVISORS****Particulars of Directors’ and Supervisors’ Contracts**

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we have entered into a contract with each of Directors and Supervisors in respect of, among other things, (i) compliance of relevant laws or regulations, (ii) observance of the Articles and Association, and (iii) provisions on arbitration.

Save as disclosed above, none of the Directors or Supervisors has or is proposed to enter into a service contract with any member of the Company other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation).

**Remuneration of Directors and Supervisors**

Save as disclosed in “*Directors, Supervisors and Senior Management — Remuneration of Directors, Supervisors and Senior Management*,” none of the Directors or Supervisors received other remuneration from the Company for each of the years ended December 31, 2015, 2016 and 2017.

[REDACTED]

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**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

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- (b) which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange, once the H Shares are listed.

**Disclosure of Interests of Substantial Shareholders**

For information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company, see “*Substantial Shareholders.*”

**Disclaimers**

Save as disclosed in this document:

- (a) none of the Directors or Supervisors has any direct or indirect interest in the promotion of the Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to the Company, or are proposed to be acquired or disposed of by or leased to the Company;
- (b) none of the Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Company taken as a whole;
- (c) without taking into account any H Shares which may be taken up under the [REDACTED], none of the Directors or Supervisors is aware of any person (not being a Director or chief executive of the Company) who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; and
- (d) so far as is known to the Directors, none of the Directors, their respective close associates (as defined under the Hong Kong Listing Rules) or the Shareholders who are interested in more than 5% of the issued share capital of the Company has any interests in the five largest customers or the five largest suppliers of the Company.

## **APPENDIX VII**

## **STATUTORY AND GENERAL INFORMATION**

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### **OTHER INFORMATION**

#### **Estate Duty**

The Directors have been advised that no material liability for estate duty that is likely to be imposed on the Company.

#### **Litigation**

As of the Latest Practicable Date, the Company was not engaged in any outstanding litigation or arbitration which may have material adverse effect on the [REDACTED] and, so far as the Directors are aware, no litigation or claim of material importance is pending or threatened by or against the Company.

#### **Joint Sponsors**

Each of the Joint Sponsors satisfies the criteria of independence applicable to sponsors set out in Rule 3.07 of the Hong Kong Listing Rules.

The Joint Sponsors have made an [REDACTED] on our behalf to the [REDACTED] of the Hong Kong Stock Exchange for a [REDACTED] of, and permission to [REDACTED], the H Shares [REDACTED] as mentioned in this document.

The Company has agreed to pay each of the Joint Sponsors a fee of RMB100,000 to act as a sponsor in connection with the [REDACTED].

#### **Compliance Adviser**

The Company has appointed China International Capital Corporation Hong Kong Securities Limited as the compliance adviser upon [REDACTED] in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules.

## APPENDIX VII

## STATUTORY AND GENERAL INFORMATION

### Preliminary Expenses

We have not incurred any material preliminary expenses.

### Promoters

The information of our promoters is as follows:

<u>Name of Shareholder</u>	<u>Number of Shares held upon our establishment</u>	<u>Shareholding percentage upon our establishment</u>
China Mobile Company	4,000,000,000	40.0%
China Unicom Corporation	3,010,000,000	30.1%
China Telecom	2,990,000,000	29.9%
<b>Total</b>	<u>10,000,000,000</u>	<u>100%</u>

Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

### Qualification of Experts

The qualifications of the experts, as defined under the Hong Kong Listing Rules, who have given opinions in this document, are as follows:

<u>Name</u>	<u>Qualification</u>
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO
Goldman Sachs (Asia) L.L.C.	A corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
PricewaterhouseCoopers	Certified Public Accountants
King & Wood Mallesons	PRC legal adviser
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant



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**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

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**Consents of Experts**

Each of the experts named above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included herein in the form and context in which it is respectively included.

None of the experts named above has any shareholding interests in the Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company.

**Taxation of Holders of H Shares**

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the H Share register of members of the Company, including in circumstances where such transaction is effect on the Hong Kong Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is HK\$2.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “*Appendix III — Taxation and Foreign Exchange.*”

**No Material Adverse Change**

Save as disclosed in this document, the Directors confirm that there has been no material adverse change in the financial or trading position of the Company since December 31, 2017.

**Binding Effect**

This document shall have the effect, if an [REDACTED] is made in pursuant hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**Miscellaneous**

Save as disclosed in this document:

- (a) within the two years immediately preceding the date of this document:
  - (i) no share or loan capital of the Company has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share of the Company; and

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**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

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- (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of the Company;
- (b) there are no founder, management or deferred shares or any debentures in the Company;
- (c) there has not been any interruption in the business of the Company which may have or has had a significant effect on the financial position of the Company in the 12 months preceding the date of this document;
- (d) the Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) no part of the equity or debt securities of the Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;
- (g) the Company currently does not intend to apply for the status of a sino-foreign investment joint stock limited liability company and does not expect to be subject to the Law of the PRC on Sino-foreign Equity Joint Ventures; and
- (h) [REDACTED]

**Bilingual [REDACTED]**

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and [REDACTED] from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**APPENDIX VIII DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES  
IN HONG KONG AND AVAILABLE FOR INSPECTION**

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**1. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG**

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) copies of the [REDACTED], [REDACTED] and [REDACTED];
- (b) copies of the material contracts referred to in “*Appendix VII — Further Information about Our Business — Summary of Our Material Contracts*”; and
- (c) the written consents referred to in “*Appendix VII — Other information — Consents of Experts.*”

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the offices of Freshfields Bruckhaus Deringer at 55/F, One Island East, Taikoo Place, Quarry Bay, Hong Kong, during normal business hours up to and including the date which is 14 days from the date of this document:

- (a) the Articles of Association;
- (b) the Accountant’s Report from PricewaterhouseCoopers, the text of which is set out in Appendix I;
- (c) the report from PricewaterhouseCoopers relating to the unaudited pro forma financial information, the text of which is set out in Appendix II;
- (d) the material contracts referred to in “*Appendix VII — Further Information about Our Business — Summary of Our Material Contracts*”;
- (e) the written consents referred to in “*Appendix VII — Other information — Consents of Experts*”;
- (f) the contracts referred to in “*Appendix VII — Further Information about Directors and Supervisors — Particulars of Directors’ and Supervisors’ Contracts*”;
- (g) the legal opinions issued by King & Wood Mallesons in respect of the general matters and property interests of the Company; and
- (h) the PRC Company Law, the Mandatory Provisions and the Special Regulations together with their unofficial English translations.