


CHINA TOWER
中国铁塔
China Tower Corporation Limited
中國鐵塔股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
 (Stock Code: 0788)

Form of proxy for the Annual General Meeting to be held on 18 April 2019

I/We^(Note 1) _____
 of _____
 being the registered holder(s) of _____ H/domestic shares ^(Note 2) of RMB1.00 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
 of _____
 as my/our proxy to attend and act for me/us at the annual general meeting (and any adjournment thereof) (the "AGM") of the said Company to be held at 9:30 am on 18 April 2019 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the Resolutions as set out in the notice of AGM and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	THAT the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2018 be considered and approved, and the Board be authorised to prepare the budget of the Company for the year 2019.		
2.	THAT the profit distribution proposal and the final dividend declaration and payment for the year ended 31 December 2018 be considered and approved.		
3.	THAT the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the international auditors and domestic auditors of the Company, respectively, for the year ending on 31 December 2019 be considered and approved, and the Board be authorised to fix the remuneration of the auditors.		
4.	THAT the adoption of Restricted Share Incentive Scheme and the Administrative Measures on the First Phase Restricted Share Incentive Scheme be considered and approved and the Board be and is hereby authorized to grant Restricted Shares to certain key personnel of the Company and to formulate implementation rules of the Restricted Share Incentive Scheme in accordance with the Restricted Share Incentive Scheme and relevant legal requirements; and the Board be and is hereby authorized to amend the relevant Restricted Share Incentive Scheme in accordance with the requirements of the regulatory authorities and to undertake all actions and matters which in their opinion are necessary or appropriate in relation to the Restricted Share Incentive Scheme.		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	Special resolution numbered 5 of the Notice of AGM dated 4 March 2019 (To consider and approve the resolutions in relation to the granting of a general mandate to the Board to issue debt financing instruments denominated in local or foreign currencies.)		
6.	Special resolution numbered 6 of the Notice of AGM dated 4 March 2019 (To consider and approve the resolution in relation to dividend policies.)		
7.	Special resolution numbered 7 of the Notice of AGM dated 4 March 2019 (To grant a general mandate to the Board to issue, allot and deal with additional shares in the Company not exceeding 20% of each of the existing domestic Shares and H Shares in issue and to authorise the Board to increase the registered capital of the Company and to amend the Articles of Association of the Company to reflect such increase in the registered capital of the Company under the general mandate.)		

Dated this _____ day of _____ 2019 Signed ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend AND VOTE IN HIS STEAD. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Annual General Meeting.
- The full descriptions of the ordinary resolutions and the special resolutions proposed to be considered and approved at the AGM are set out in the notice of AGM dated 4 March 2019, which is also available at the Company's website www.china-tower.com.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the Registered Office of the Company or the Company's share registrar (as the case may be) not less than 24 hours before the time (i.e. before 9:30 a.m. on 17 April 2019) for holding the Meeting or any adjournment thereof (as the case may be). Domestic shareholders shall deposit the relevant documents with the Registered Office of the Company at 19/F, No. 73, Fucheng Road, Haidian District, Beijing 100142, PRC, and H Shares shareholders shall deposit the relevant documents to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.