
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If **you are in doubt as to** any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If **you have sold or transferred** all your shares in China Tower Corporation Limited, you should at once hand this circular, together with the enclosed forms of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
GENERAL MEETINGS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020
NOTICE OF FIRST CLASS MEETING OF
DOMESTIC SHAREHOLDERS OF 2020

China Tower Corporation Limited will convene the AGM, the First Class Meeting of H Shareholders of 2020 and the First Class Meeting of Domestic Shareholders of 2020 at 9:30 a.m., 10:15 a.m. (or immediately after the conclusion of the AGM or any adjournment thereof) and 10:30 a.m. (or immediately after the conclusion of the First Class Meeting of H Shareholders of 2020 or any adjournment thereof), respectively, on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The notices of AGM, First Class Meeting of H Shareholders of 2020 and First Class Meeting of Domestic Shareholders of 2020 dated 3 April 2020 are set out on pages 40 to 44, 45 to 46 and 47 to 48, respectively, of this circular.

Whether or not you are able to attend the AGM, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time arranged (i.e. before 9:30 a.m. on 20 May 2020) for convening the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Whether or not you are able to attend the First Class Meeting of H Shareholders of 2020, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time arranged (i.e. before 10:15 a.m. on 20 May 2020) for convening the First Class Meeting of H Shareholders of 2020 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Whether or not you are able to attend the First Class Meeting of Domestic Shareholders of 2020, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time arranged (i.e. before 10:30 a.m. on 20 May 2020) for convening the First Class Meeting of Domestic Shareholders of 2020 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

3 April 2020

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DEFINITIONS

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

“AGM”	The 2019 annual general meeting of the Company to be convened on 21 May 2020 or any adjournment thereof, and the notice of which is set out in this circular
“Articles of Association”	The articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	The Board of Directors of the Company
“Company”	China Tower Corporation Limited, a joint stock company incorporated under the laws of the PRC with limited liability on 15 July 2014
“Director(s)”	Director(s) of the Company
“Domestic Share(s)”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“First Class Meeting of Domestic Shareholders of 2020”	the first class meeting of Domestic Shareholders of 2020 to be convened on 21 May 2020 or any adjournment thereof, and the notice of which is set out in this circular
“First Class Meeting of H Shareholders of 2020”	the first class meeting of H Shareholders of 2020 to be convened on 21 May 2020 or any adjournment thereof, and the notice of which is set out in this circular
“H Share(s)”	overseas-listed foreign Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and are listed on the Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Part I of the Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association excluding the Part II of the Proposed Amendments to the Articles of Association
“Part II of the Proposed Amendments to the Articles of Association”	the proposed amendments to Article 91 of the Articles of Association
“PRC”	The People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the Board of the Directors”	the rules of procedure for the board of directors of the Company
“Rules of Procedure for General Meetings”	the rules of procedure for general meetings of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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

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

Executive Directors:

Mr. Tong Jilu
Mr. Gu Xiaomin

Non-executive Directors:

Mr. Dong Xin
Mr. Zhang Zhiyong

Independent Non-executive Directors:

Mr. Fan Cheng
Mr. Tse Yung Hoi

Registered Office:

19/F, No. 73, Fucheng Road
Haidian District
Beijing, PRC

***Principal Place of Business
in Hong Kong:***

Room 3401, 34/F,
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

3 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
GENERAL MEETINGS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020
NOTICE OF FIRST CLASS MEETING OF
DOMESTIC SHAREHOLDERS OF 2020**

I. INTRODUCTION

The purpose of this circular is to provide you with the details of some resolutions proposed to be considered at the AGM, the First Class Meeting of H Shareholders of 2020 and the First Class Meeting of Domestic Shareholders of 2020 and set out the notices of AGM, First Class Meeting of H Shareholders of 2020 and First Class Meeting of Domestic Shareholders of 2020.

LETTER FROM THE BOARD

The following matters are intended to be proposed at the AGM for consideration and approval by way of ordinary resolutions: (1) the consolidated financial statements of the Company, the report of the Board, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2019, and the Board be authorized to prepare the budget of the Company for the year 2020; (2) the profit distribution proposal and the final dividend declaration and payment for the year ended 31 December 2019; (3) the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the international auditors and domestic auditors of the Company, respectively, for the year ending on 31 December 2020, and the Board be authorized to fix the remuneration of the auditors; (4) the appointment of Mr. Mai Yanzhou as a non-executive Director; any Director be authorized to sign on behalf of the Company the director's service contract with Mr. Mai Yanzhou; (5) the appointment of Mr. Deng Shiji as an independent non-executive Director; any Director be authorized to sign on behalf of the Company the director's service contract with Mr. Deng Shiji, and the Board be authorized to determine his remuneration; and by way of special resolutions: (6) Part I of the Proposed Amendments to the Articles of Association, the amendments to the Rules of Procedure for the General Meetings, the amendments to the Rules of Procedure for the Board of Directors, and any Director be authorized to undertake actions in his opinion as necessary or appropriate, so as to complete the approval and/or registration or filing of the amendments to the Articles of Association; and (7) to grant a general mandate to the Board to allot, issue and deal with additional shares in the Company not exceeding 20% of each of the existing Domestic Shares and H Shares in issue and the Board be authorized to increase the registered capital of the Company and to amend the Articles of Association to reflect such increase in the registered capital of the Company under the general mandate.

Details of the aforesaid resolution No. 1 are set out in the 2019 annual report of the Company. Details of the aforesaid resolutions No. 4 to No. 6 are set out below in this circular. Details of the aforesaid resolutions No. 2, No. 3 and No. 7 are set out in the Company's notice of AGM dated 3 April 2020.

Part II of the Proposed Amendments to the Articles of Association will be considered at the First Class Meeting of H Shareholders of 2020 and First Class Meeting of Domestic Shareholders of 2020, respectively, details of which are set out in this circular.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 6 March 2020 in relation to the proposed appointment of Mr. Mai Yanzhou ("**Mr. Mai**") as a non-executive Director.

The Board will seek Shareholders' approval for the proposed appointment of Mr. Mai as a non-executive Director which shall become effective from the date of approval by the Shareholders at the AGM. The term of office of Mr. Mai as a non-executive Director will end on the date of the expiration of the term of office of the second session of the Board.

LETTER FROM THE BOARD

Mr. Mai, aged 51, has been serving as a senior vice president of China Unicom (Hong Kong) Limited (a company listed on the Stock Exchange with the stock code: 0762) since February 2018. Mr. Mai previously consecutively served as a deputy general manager of Guangdong Branch of China Network Communications Group Corporation, and a deputy general manager of Guangdong Branch, the general manager of Fujian Branch, as well as the general manager of Liaoning Branch of China United Network Communications Group Company Limited. Mr. Mai was a Delegate to the 12th National People's Congress. Mr. Mai also serves as a vice general manager of China United Network Communications Group Company Limited, a senior vice president of China United Network Communications Limited (a company listed on the Shanghai Stock Exchange with the stock code: 600050) as well as a director and senior vice president of China United Network Communications Corporation Limited. Mr. Mai graduated from Zhengzhou University in 1991 and obtained a master's degree in electronics and information engineering from Beijing University of Posts and Telecommunications in 2002. He is a professor level senior engineer.

Save as disclosed above, Mr. Mai currently does not, nor did he in the past three years, hold any directorships in any listed companies or any other major positions in the Company and its subsidiaries. Mr. Mai does not have any relationship with any director, supervisor, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Hong Kong Listing Rules). Mr. Mai does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

Subject to the Shareholders' approval on his appointment as a non-executive Director at the AGM, the Company will enter into a service contract with Mr. Mai. He will not receive any director's remuneration during his term as a Director.

III. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 6 March 2020 in relation to the proposed appointment of Mr. Deng Shiji ("**Mr. Deng**") as an independent non-executive Director.

The Board will seek the Shareholders' approval for the proposed appointment of Mr. Deng as an independent non-executive Director which shall become effective from the date of Shareholders' approval at the AGM. The term of office of Mr. Deng as an independent non-executive Director will end on the date of the expiration of the term of office of the second session of the Board.

LETTER FROM THE BOARD

Mr. Deng, aged 65, successively served in government departments including the Personnel Section of the Surveying and Mapping Institute of the Beijing Municipal Bureau of Planning, the Enterprise Bureau of the State Economic Commission, the Enterprise Department of the National Economic System Reform Commission, the Enterprise Management Department of the State Planning Commission, the Enterprise Bureau of the Production Office of the State Council and the Enterprise Department of the Economic and Trade Office of the State Council from August 1983 to June 1994. He then successively served as the division head of the Labor Distribution Division of the Enterprise Department, a deputy director of the Enterprise Department, and a deputy director of the Enterprise Reform Department of the State Economic and Trade Commission from June 1994 to May 2003, and a deputy chief and the chief of the Enterprise Reorganization Bureau (National Enterprise Merger and Bankruptcy Office) of the State-owned Assets Supervision and Administration Commission of the State Council from May 2003 to December 2008. Mr. Deng successively held several senior management positions, including as a director in the State Development & Investment Corp., Ltd. from December 2008 till his retirement in December 2014. Mr. Deng obtained a bachelor's degree in economics from Beijing College of Economics in 1983 and is a senior economist.

Save as disclosed above, Mr. Deng currently does not, nor did he in the past three years, hold any directorships in any listed companies or any other major positions in the Company and its subsidiaries. Mr. Deng does not have any relationship with any director, supervisor, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Hong Kong Listing Rules). Mr. Deng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

Subject to Shareholders' approval on his appointment as an independent non-executive Director at the AGM, the Company will enter into a service contract with Mr. Deng. The Board, after obtaining the authorization at the AGM, will determine the remuneration of Mr. Deng with reference to his duties, responsibilities, experience as well as the prevailing market condition.

LETTER FROM THE BOARD

For the proposed appointment of Mr. Deng as an independent non-executive Director, the Nomination Committee of the Board and the Board have complied with the board diversity policy of the Company, the nomination policy of the Board and the development strategy of the Company. The Nomination Committee of the Board nominated Mr. Deng as an independent non-executive Director candidate taking into account factors such as his professional experience, skills and knowledge of state-owned enterprises reform and innovation as well as corporate operations and management as shown in his biographical details set out above, the potential for him to help enhance the operation efficiency of the Board as an independent non-executive Director, and his potential commitment to the business of the Company. The Board believes that Mr. Deng will provide subjective, independent and sufficient opinions and analysis on significant matters relating to the operations and management of the Company through his rich experience and knowledge, and that he will also, together with other independent non-executive Directors, promote the diversity of the Board structure in various aspects including culture, professional skills and qualifications.

Mr. Deng has confirmed his independence in accordance with factors set out in Rule 3.13 of the Hong Kong Listing Rules. The Nomination Committee of the Board and the Board consider that Ms. Deng meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and is independent in accordance with the terms of the guidelines.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Reference is made to the announcement of the Company dated 18 March 2020 in relation to the proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedure for General Meetings and proposed amendments to the Rules of Procedure for the Board of Directors.

For the purpose of improving corporate governance practice, the Board has considered and approved the resolutions on amendments to certain provisions of the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for the Board of Directors.

The details of Part I of the Proposed Amendments to the Articles of Association, which do not involve change or nullification of the rights and interests of the class Shareholders, are set out in the Part I of the Appendix I to this circular and the details of Part II of the Proposed Amendments to the Articles of Association, which involve change or nullification of the rights and interests of the class Shareholders, are set out in the Part II of the Appendix I to this circular. The details of proposed amendments to Rules of Procedure for General Meetings are set out in the Appendix II to this circular. The details of proposed amendments to Rules of Procedure for the Board of Directors are set out in the Appendix III to this circular.

LETTER FROM THE BOARD

V. AGM, FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020 AND FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS OF 2020

The notices of AGM, First Class Meeting of H Shareholders of 2020 and First Class Meeting of Domestic Shareholders of 2020 are set out on pages 40 to 44, 45 to 46 and 47 to 48, respectively, of this circular. The applicable forms of proxy and attendance slips are enclosed herewith. Shareholders who intend to attend the AGM, the First Class Meeting of H Shareholders of 2020 and the First Class Meeting of Domestic Shareholders of 2020 must return the corresponding attendance slips to the Company on or before 1 May 2020.

Whether or not a Shareholder intends to attend the AGM in person, he/she must complete the enclosed corresponding form of proxy as soon as possible and must lodge the completed form of proxy with the registered office of the Company (for Domestic Shareholders) or Computershare Hong Kong Investor Services Limited (for H Shareholders) not less than 24 hours before the time arranged (i.e. before 9:30 a.m. on 20 May 2020) for convening the AGM in order to be valid.

Whether or not an H Shareholder intends to attend the First Class Meeting of H Shareholders of 2020 in person, he/she must complete the enclosed corresponding form of proxy as soon as possible and must lodge the completed form of proxy with Computershare Hong Kong Investor Services Limited (for H Shareholders) not less than 24 hours before the time arranged (i.e. before 10:15 a.m. on 20 May 2020) for convening the First Class Meeting of H Shareholders of 2020 in order to be valid.

Whether or not a Domestic Shareholder intends to attend the First Class Meeting of Domestic Shareholders of 2020 in person, he/she must complete the enclosed corresponding form of proxy as soon as possible and must lodge the completed form of proxy with the registered office of the Company (for Domestic Shareholders) not less than 24 hours before the time arranged (i.e. before 10:30 a.m. on 20 May 2020) for convening the First Class Meeting of Domestic Shareholders of 2020 in order to be valid.

The registered office address of the Company is 19/F, No. 73, Fucheng Road, Haidian District, Beijing, PRC, postal code: 100142; Telephone: (8610) 6870 8806; Fax: (8610) 6870 8802. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; Telephone: (852) 2862 8555; Fax: (852) 2865 0990. After completion and return of the corresponding forms of proxy, a Shareholder may still attend the AGM and the First Class Meeting of H Shareholders of 2020 or the First Class Meeting of Domestic Shareholders of 2020 and vote in person if he/she wishes to do so.

VI. RECOMMENDATION

The Board considers that the resolutions mentioned above are in the interests of the Company and the Shareholders and the Domestic Shareholders or H Shareholders (as the case may be) as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the resolutions at the AGM and the First Class Meeting of H Shareholders of 2020 or the First Class Meeting of Domestic Shareholders of 2020.

By Order of the Board
China Tower Corporation Limited
Tong Jilu
Chairman of the Board

PART I

PART I of the Proposed Amendments to the Articles of Association

Current Articles	Articles after the proposed amendments
<p>Article 8 In accordance with the relevant regulations of the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring the implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>	<p>Article 8 In accordance with the relevant regulations of <u>the Company Law</u> and the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring the implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>
<p>Article 9 The Articles of Association, being the code of conduct for the Company, are passed at the general meeting of the Company as a special resolution, and come into effect from the date of listing and commencement of trading in the Company’s overseas listed foreign shares on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”). The former Articles of Associations and its amendment will be lapse automatically upon the effective of the Articles of Association. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se., which shall have binding effect on the Company and its shareholders, directors, supervisors and senior management members.</p>	<p>Article 9 The Articles of Association, being the code of conduct for the Company, <u>come into effect on the date when it was</u> are passed at the general meeting of the Company as a special resolution, and come into effect from the date of listing and commencement of trading in the Company’s overseas listed foreign shares on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”). The former Articles of Associations and its amendment will be lapse automatically upon the effective of the Articles of Association. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se., which shall have binding effect on the Company and its shareholders, directors, supervisors and senior management members.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 16 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares, which the overseas listed foreign shares listed in the Hong Kong Stock Exchange refer to “H Shares”. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars. With approval by the State Council or the institution authorized by the State Council, and with approval by the Hong Kong Stock Exchange, the Domestic Shares can be converted into the H Shares. Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p>	<p>Article 16 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares, which the overseas listed foreign shares listed in the on <u>The Stock Exchange of Hong Kong Limited</u> (hereinafter referred to as the “Hong Kong Stock Exchange”) refer to “H Shares”. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars. With approval by the State Council or the institution authorized by the State Council, and with approval by the Hong Kong Stock Exchange, the Domestic Shares can be converted into the H Shares. Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 26 The Company may, in the following circumstances, repurchase its outstanding shares by the procedure provided for in this Articles of Association, after approval by the competent state authorities:</p> <ul style="list-style-type: none"> (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. 	<p>Article 26 The Company may, in the following circumstances, repurchase its outstanding shares by the procedure provided for in this <u>according to laws and regulations and the</u> Articles of Association, after approval by the competent state authorities:</p> <ul style="list-style-type: none"> (I) canceling shares in order to reduce <u>reducing</u> the registered capital of the Company; (II) merging with other companies holding shares of the Company; (III) <u>utilizing the shares for the purpose of employee stock ownership plan or stock incentives</u> 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) <u>utilizing the shares to convert into convertible corporate bonds issued by the Company;</u> (VI) <u>safeguarding the value of the Company and the interests of its shareholders, where it is necessary;</u> (VII) other circumstances permitted by laws and, administrative regulations, <u>regulatory documents and securities regulatory authorities in the place where the shares of the Company are listed.</u>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Purchase of its own shares by a company due to the reasons specified in Subparagraph (I), (II) to (III) of the preceding paragraph shall be subject to resolution adopted by the shareholders' general meeting. Where the Company purchases its shares in accordance with the above requirements, in case (I) circumstances, the shares shall be cancelled within ten days from the day of the purchase; 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 purchased shall not exceed 5% of its total issued shares and the shares purchased shall be transferred to the employees within one year.</p> <p>Where shares are repurchased lawfully, such shares shall be cancelled within the period required by the laws and administrative regulations, the Company shall apply to the original company registration authority for registration of the change of its registered capital. The amount of the Company' s registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Purchase of its own shares by the company due to the reasons specified in Subparagraph (I) <u>or</u>, (II) to (III) of the preceding paragraph shall be subject to resolution adopted by the shareholders' general meeting-; <u>purchase of its own shares by the Company due to the reasons specified in Subparagraph (III), (V) or (VI) hereof, shall be subject to resolutions approved by the shareholders' general meeting in accordance with the provisions of this Articles of Association, or resolutions approved by the board meeting attended by more than two-thirds of the directors as authorized by the shareholders' general meeting.</u> Where the Company purchases its shares in accordance with the above requirements, in case (I) circumstances, the shares shall be cancelled within ten days from the day of the purchase; in case (II) or (IV) circumstances, the shares shall be transferred or cancelled within six months; and <u>in case Subparagraph (III), (V) or (VI) circumstances hereof, the number of shares held by the Company in aggregation shall not exceed 10% of the total issued shares of the Company and such shares shall be transferred or cancelled within three years.</u> in case (III) circumstances, the maximum number of the shares purchased shall not exceed 5% of its total issued shares and the shares purchased shall be transferred to the employees within one year.</p> <p>Where shares are repurchased lawfully, such shares shall be cancelled within the period required by the laws and, administrative regulations <u>and listing rules of the stock exchange of the place where the shares of the Company are listed,</u> the Company shall apply to the original company registration authority for registration of the change of its registered capital. The amount of the Company' s registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 27 The Company may repurchase its shares in any of the following ways with approval from the relevant competent authorities:</p> <p>(I) making a general offer to repurchase shares from all shareholders in proportion to their shareholdings;</p> <p>(II) repurchasing shares through open transactions in the stock exchange;</p> <p>(III) repurchasing shares based on an off-market agreement;</p> <p>(IV) in other circumstances permitted and approved by laws, administrative regulations, and normative documents and regulatory authorities.</p>	<p>Article 27 The Company may repurchase its shares in any of the following ways with approval from the relevant competent authorities:</p> <p>(I) making a general offer to repurchase shares from all shareholders in proportion to their shareholdings;</p> <p>(II) repurchasing shares through open transactions in the stock exchange;</p> <p>(III) repurchasing shares based on an off-market agreement;</p> <p>(IV) in other circumstances permitted and approved by laws, administrative regulations, and normative documents and regulatory authorities.</p> <p><u>For repurchase of the shares of the Company as provided in the Subparagraph (III), (V) or (VI) of Article 26 in the Articles of Association, it shall be conducted through open centralized transactions.</u></p>
<p>Article 41 No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends.</p>	<p>Article 41 <u>Where the laws and regulations and the securities regulatory authorities in the place where the Company's shares are listed stipulate the period of closure of the register of shareholders before the date of a general meeting or</u> No changes in the shareholders' register due to the transfer of shares maybe made within 30 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividend, <u>such provisions shall prevail.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 47 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.</p> <p>Holders of ordinary shares of the Company are entitled to:</p> <p>.....</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, which shall include:</p> <ol style="list-style-type: none"> 1. obtaining a copy of the Articles of Association after paying the cost; 2. being entitled to examine and, after payment of reasonable charges, make a copy of: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal data of Directors, Supervisors, managers and other senior management of the Company, including: <ol style="list-style-type: none"> (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; 	<p>Article 47 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.</p> <p>Holders of ordinary shares of the Company are entitled to:</p> <p>.....</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, which shall include:</p> <ol style="list-style-type: none"> 1. obtaining a copy of the Articles of Association after paying the cost; 2. being entitled to examine and, after payment of reasonable charges, make a copy of: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal data of Directors, Supervisors, managers and other senior management of the Company, including: <ol style="list-style-type: none"> (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;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>(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;</p> <p>(5) minutes of general meetings (only available for reference by shareholders); special resolutions of general meetings;</p> <p>(6) the latest audited financial statements, reports of the Board, auditor’s report and the Supervisory Committee’s report of the Company;</p> <p>(7) a copy of the latest annual return (as applicable) filed with the State Administration for Industry and Commerce or other competent authorities of the PRC;</p> <p>(8) stubs of corporate bonds, resolutions of Board meetings, resolutions of the Supervisory Committee meetings, and financial reports;</p> <p>.....</p>	<p>(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;</p> <p>(5) minutes of general meetings (only available for reference by shareholders); special resolutions of general meetings;</p> <p>(6) the latest audited financial statements, reports of the Board, auditor’s report and the Supervisory Committee’s report of the Company;</p> <p>(7) a copy of the latest annual return (as applicable) filed with the State Administration for Industry and Commerce <u>authorities governing the company registration</u> or other competent authorities of the PRC;</p> <p>(8) stubs of corporate bonds, resolutions of Board meetings, resolutions of the Supervisory Committee meetings, and financial reports;</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 54 The General Meeting of the Company shall exercise the following functions:</p> <ul style="list-style-type: none"> (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; (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; 	<p>Article 54 The General Meeting of the Company shall exercise the following functions:</p> <ul style="list-style-type: none"> (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; (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;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
(XI) to amend the Articles of Association;	(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;	(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;	(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;	(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;	(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;	(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;	(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.	(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.
	<p align="center"><u>The shareholders' general meeting may authorize or delegate the Board to process matters authorized or delegated by the shareholders' general meeting.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 59 To convene a general meeting, the Company shall give written notices 45 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. The general meeting can be convened in the place of domicile of the Company, listing place or other places deemed to be appropriate by the Company.</p> <p>The general meeting shall not make resolutions on the matters not specified in the notice of the general meeting.</p>	<p>Article 59 To convene <u>an annual</u> general meeting, the Company shall give written notices 4520 days before the date of the meeting; <u>to convene an extraordinary general meeting, the Company shall give written notices 15 days before the date of the meeting,</u> informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. <u>Where the laws and regulations* contain any other stricter provisions in respect of the aforementioned matters, such provisions shall prevail.</u> The general meeting can be convened in the place of domicile of the Company, listing place or other places deemed to be appropriate by the Company.</p> <p>The general meeting shall not make resolutions on the matters not specified in the notice of the general meeting.</p> <p>(* According to Article 1 of this Articles of Association, “laws and regulations” includes the Hong Kong Listing Rules)</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p data-bbox="240 244 783 915">Article 61 The Company shall, based on the written replies received twenty 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 days notify the shareholders by way of public announcement of matters to be considered at and the date and place of the meeting. After such notification by public announcement, the Company may hold the general meeting.</p> <p data-bbox="240 963 783 1032">No extraordinary meeting shall resolve matters not stipulated on its notice.</p>	<p data-bbox="812 244 1356 312">Delete this article and the numbers of articles below shall be revised accordingly.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 63 The notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, such notice of the general meeting may also be given by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during a period from 45 to 50 days prior to the date of the general meeting. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The notification, materials or written announcement of the shareholders' assembly meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, 45 days prior to the said meeting:</p> <p>.....</p>	<p>Article 62³ The notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, such notice of the general meeting may also be given by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during a period from 45 to 50 days prior to the date of the general meeting. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The notification, materials or written announcement of the shareholders' assembly meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, 45 days prior to the said meeting:</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 77 Any resolution shall be approved by voting with the identity of the voter stated on the voting paper in the general meeting.</p> <p>The resolutions in the general meeting shall be divided into ordinary resolutions and special resolutions An ordinary resolution shall be approved by more than the one-half votes represented by shareholders (including proxies) present at the meeting.</p> <p>A special resolution shall be approved by more than the two thirds votes represented by the shareholders (including proxies) present at the general meeting.</p>	<p>Article 767 Any resolution shall be approved by voting with the identity of the voter stated on the voting paper in the general meeting.</p> <p>The resolutions in the general meeting shall be divided into ordinary resolutions and special resolutions An ordinary resolution shall be approved by more than the one-half votes represented by shareholders (including proxies) present at the meeting.</p> <p>A special resolution shall be approved by more than the two thirds votes represented by the shareholders (including proxies) present at the general meeting.</p> <p><u>The shareholders attending the general meeting (including proxies) shall clearly vote for or against each of the matters to be voted. Abstentions or failure to vote shall not be deemed as valid votes when calculating the voting results of the matters.</u></p>
<p>Article 100 The Board shall be accountable to the general meeting and perform the following main duties and powers:</p> <p>(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;</p> <p>(II) to implement resolutions adopted at the general meetings;</p> <p>(III) to make decisions on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and annual final accounting plans;</p>	<p>Article 99100 The Board shall be accountable to the general meeting and perform the following main duties and powers:</p> <p>(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;</p> <p>(II) to implement resolutions adopted at the general meetings;</p> <p>(III) to make decisions on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and annual final accounting plans;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
(V) to formulate the Company's profit distribution plans and loss recovery 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;	(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;	(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;	(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;	(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;	(X) to formulate the basic management system of the Company;
(XI) to formulate the proposals for any amendment to the Articles of Association;	(XI) to formulate the proposals for any amendment to the Articles of Association;
(XII) to propose the engagement or replacing of accounting firm which undertakes the audit business of the Company to the general meeting;	(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;	(XIII) to determine the external guarantee matter of the Company other than those to be considered by the general meeting;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>(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;</p> <p>(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);</p> <p>(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;</p> <p>(XVII) duties and powers granted by the Articles of Association and the general meeting;</p> <p>(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.</p> <p>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.</p>	<p>(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;</p> <p>(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);</p> <p>(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;</p> <p>(XVII) <u>to determine other major matters and administrative matters, and enter into other material agreements of the Company, save for the matters required to be resolved by the general meetings under the laws and regulations and the Articles of Association;</u></p> <p>(XVIII) duties and powers granted by the Articles of Association and the general meeting;</p> <p>(XIX^{VIII}) 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.</p> <p>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.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 107..... The notice of the Board meeting shall contain the following:</p> <p>(I) Date and venue of the meeting; (II) duration of the meeting; (III) the reasons for and resolutions at the meeting; (IV) the date on which such notice is dispatched.</p> <p>.....</p>	<p>Article 1076..... The notice of the Board meeting shall contain the following:</p> <p>(I) Date and venue of the meeting; (II) duration of the meeting; (III) the reasons for and resolutions at the meeting; (IV) the date on which such notice is dispatched.</p> <p>.....</p>
<p>Article 193 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.</p>	<p>Article 1923 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 company registration 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.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current Articles	Articles after the proposed amendments
<p>Article 198 Notices of the Company may be served through delivery by hand, by post, by email, by fax or in other manners. If the notice is served by hand, the date of service is the date of acknowledgment of receipt by signature (or affixed seal) on the service return slip. If the notice is sent by post, the date of service is the fifth working day from the date of delivery at the post office.</p>	<p>Article 1987 Notices of the Company may be served through delivery by hand, by post, by email, by fax or in other manners. If the notice is served by hand, the date of service is the date of acknowledgment of receipt by signature (or affixed seal) on the service return slip. If the notice is sent by post, the date of service is the fifth working day 48 hours from the date of delivery at the post office; <u>if the notice is sent by fax, email or publication on website, the date of service is the date of sending such notice; if the notice is sent by announcement, the date of service is the date of the publication for the first time, and if the announcement is published on the newspaper which is in line with relevant regulations, all relevant people shall be deemed to receive such notice upon announcement.</u></p>

PART II

PART II of the Proposed Amendments to the Articles of Association

Current Articles	Articles after the proposed amendments
<p>Article 91 Written notice of a class meeting shall be given by the Company 45 days prior to the date of the meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting.</p> <p>The Company can convene a class shareholders' meeting, if the number of shares of the class carrying voting rights represented by shareholders intending to attend represents more than one half of the total number of such shares of the Company. If not, the Company shall make an announcement, within five days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the class meeting.</p>	<p>Article 901 Written notice of a class meeting shall be given by the Company <u>in accordance with the requirements in respect of convening general meetings as stipulated by Article 59 hereof</u> 45 days prior to the date of the meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting.</p> <p>The Company can convene a class shareholders' meeting, if the number of shares of the class carrying voting rights represented by shareholders intending to attend represents more than one half of the total number of such shares of the Company. If not, the Company shall make an announcement, within five days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the class meeting.</p>

Current Articles	Articles after the proposed amendments
<p>Article 6 The General Meeting of the Company shall exercise the following functions:</p> <p>(I) to determine the operating policies and investment plans of the Company;</p> <p>(II) to elect or remove non-employee representatives Directors, and to determine the remuneration of such Directors;</p> <p>(III) to elect or remove non-employee representatives Supervisors, and to determine the remuneration of such Supervisors;</p> <p>(IV) to consider and approve reports of the Board;</p> <p>(V) to consider and approve reports of the Supervisory Committee;</p> <p>(VI) to consider and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(VII) to consider and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII) to decide on any increase or reduction of registered capital of the Company;</p> <p>(IX) to decide on the issue of corporate bonds;</p> <p>(X) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(XI) to amend the Articles of Association;</p> <p>(XII) to determine the appointment or dismissal of accounting firms which are responsible for auditing matters of the Company;</p>	<p>Article 6 The General Meeting of the Company shall exercise the following functions:</p> <p>(I) to determine the operating policies and investment plans of the Company;</p> <p>(II) to elect or remove non-employee representatives Directors, and to determine the remuneration of such Directors;</p> <p>(III) to elect or remove non-employee representatives Supervisors, and to determine the remuneration of such Supervisors;</p> <p>(IV) to consider and approve reports of the Board;</p> <p>(V) to consider and approve reports of the Supervisory Committee;</p> <p>(VI) to consider and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(VII) to consider and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII) to decide on any increase or reduction of registered capital of the Company;</p> <p>(IX) to decide on the issue of corporate bonds;</p> <p>(X) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(XI) to amend the Articles of Association;</p> <p>(XII) to determine the appointment or dismissal of accounting firms which are responsible for auditing matters of the Company;</p>

Current Articles	Articles after the proposed amendments
(XIII) to consider proposals from shareholders representing 3% or more of voting rights in 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;	(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;	(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;	(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;	(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;	(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.	(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.
	<p style="text-align: center;"><u>The shareholders' general meeting may authorize or delegate the Board to process matters authorized or delegated by the shareholders' general meeting.</u></p>

Current Articles	Articles after the proposed amendments
<p>Article 17 To convene a general meeting, the Company shall give notices 45 days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting.</p> <p>The general meeting can be convened in the place of domicile of the Company or other places stated in the notice of the general meeting.</p>	<p>Article 17 To convene a general meeting, the Company shall give notices 45 days before the date of the meeting, informing all shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who will attend the meeting shall return the written replies of attendance to the Company 20 days before the date of the meeting. <u>To convene an annual general meeting, the Company shall give written notices 20 days before the date of the meeting; to convene an extraordinary general meeting, the Company shall give written notices 15 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Where the laws and regulations contain any other stricter provisions in respect of the aforementioned matters, such provisions shall prevail.</u></p> <p>The general meeting can be convened in the place of domicile of the Company or other places stipulated in the notice of the general meeting.</p>
<p>Article 18 The Company shall, based on the written replies received twenty 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 days notify the shareholders by way of public announcement of matters to be considered at and the date and place of the meeting. After such notification by public announcement, the Company may hold the general meeting.</p> <p>No extraordinary meeting shall resolve matters not stipulated on its notice.</p>	<p>Delete this article and the numbers of articles below shall be revised accordingly.</p>

Current Articles	Articles after the proposed amendments
<p>Article 19 When the Company convenes a general meeting, the Board shall determine a specific day for confirmation of equity interests (equity registration date). Shareholders named in the register of members by the end of the date of confirmation of equity interests (equity registration date) shall be the shareholders of the Company.</p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting.</p>	<p>Article 1849 When the Company convenes a general meeting, the Board shall determine a specific day for confirmation of equity interests (equity registration date). Shareholders named in the register of members by the end of the date of confirmation of equity interests (equity registration date) shall be the shareholders of the Company.</p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 30 days before the date of a general meeting. <u>Where the laws and regulations and the securities regulatory authorities in the place where the Company's shares are listed stipulate the period of closure of the register of shareholders before the date of a general meeting, such provisions shall prevail.</u></p>

Current Articles	Articles after the proposed amendments
<p>Article 21 Unless otherwise provided in the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, and the Articles of Association, the notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, such notice of the general meeting may also be given by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during a period from 45 to 50 days prior to the date of the general meeting. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The notification, materials or written announcement of the shareholders' assembly meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, 45 days prior to the said meeting:</p> <p>.....</p>	<p>Article 2021 Unless otherwise provided in the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, and the Articles of Association, the notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, such notice of the general meeting may also be given by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during a period from 45 to 50 days prior to the date of the general meeting. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The notification, materials or written announcement of the shareholders' assembly meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, 45 days prior to the said meeting:</p> <p>.....</p>
<p>Article 40 The resolutions in the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p>	<p>Article 3940 The resolutions in the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p> <p><u>The shareholders attending the general meeting (including proxies) shall clearly vote for or against each of the matters to be voted. Abstentions or failure to vote shall not be deemed as valid votes when calculating the voting results of the matters.</u></p>

Current Articles	Articles after the proposed amendments
<p>Article 42 If the chairman of the general meeting has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the ballots counted. If the chairman has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman may, immediately after the declaration, demand that the ballots be counted and the chairman shall have the ballots counted immediately.</p> <p>If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes</p>	<p>Article 41<u>42</u> If the chairman of the general meeting has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the ballots counted. If the chairman has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman may, immediately after the declaration, demand that the ballots be counted and the chairman shall have the ballots counted immediately.</p> <p>If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes</p>
<p>Article 50 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.</p> <p>Various classes Shareholders of the Company shall have equal rights in the dividends distribution or any other forms of distribution.</p> <p>Where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting.”</p>	<p>Article 50<u>49</u> 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.</p> <p>Various classes Shareholders of the Company shall have equal rights in the dividends distribution or any other forms of distribution.</p> <p>Where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting.”</p>

Current Articles	Articles after the proposed amendments
<p>Article 55 Written notice of a class meeting shall be given by the Company 45 days prior to the date of the meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting. The duration of the aforesaid periods shall not include the day on which the meeting is convened.</p> <p>The Company can convene a class shareholders' meeting, if the number of shares of the class carrying voting rights represented by shareholders intending to attend represents more than one half of the total number of such shares of the Company; if not, the Company shall within five days notify the shareholders by way of public announcement of matters to be considered at and the date and place of the meeting. After such notification by public announcement, the Company may hold the general meeting.</p>	<p>Article 55<u>54</u> Written notice of a class meeting shall be given by the Company <u>in accordance with the requirements in respect of convening the general meeting as stipulated by Article 17 hereof</u> 45-days prior to the date of the meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting. The duration of the aforesaid periods shall not include the day on which the meeting is convened.</p> <p>The Company can convene a class shareholders' meeting, if the number of shares of the class carrying voting rights represented by shareholders intending to attend represents more than one half of the total number of such shares of the Company; if not, the Company shall within five days notify the shareholders by way of public announcement of matters to be considered at and the date and place of the meeting. After such notification by public announcement, the Company may hold the general meeting.</p>
<p>Article 62 The rules of procedure, upon approval by the shareholders' general meeting, shall come into effect from the date on which the Company issues overseas listed foreign shares (H Shares) and such shares become listed on the Main Board of The Stock Exchange of Hong Kong Limited. Any changes and amendments to these rules shall be subject to the approval at the general meeting by ordinary resolution.</p>	<p>Article 61<u>62</u> This rules of procedure <u>and its amendments, shall come into effect</u> upon approval by the shareholders' general meeting, shall come into effect from the date on which the Company issues overseas listed foreign shares (H Shares) and such shares become listed on the Main Board of The Stock Exchange of Hong Kong Limited. Any changes and amendments to these rules shall be subject to the approval at the general meeting by ordinary resolution.</p>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF DIRECTORS**

Current Articles	Articles after the proposed amendments
<p>Article 12 The Board shall perform the following duties and powers:</p> <p>(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;</p> <p>(II) to implement resolutions adopted at the general meetings;</p> <p>(III) to make decisions on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and annual final accounting plans;</p> <p>(V) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(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;</p> <p>(VII) to formulate the plans for merger, division, dissolution or other changes in corporate form of the Company;</p> <p>(VIII) to determine the establishment of internal management departments and the establishment of branches;</p> <p>(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;</p>	<p>Article 12 The Board shall perform the following duties and powers:</p> <p>(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;</p> <p>(II) to implement resolutions adopted at the general meetings;</p> <p>(III) to make decisions on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and annual final accounting plans;</p> <p>(V) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(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;</p> <p>(VII) to formulate the plans for merger, division, dissolution or other changes in corporate form of the Company;</p> <p>(VIII) to determine the establishment of internal management departments and the establishment of branches;</p> <p>(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;</p>

Current Articles	Articles after the proposed amendments
(X) to formulate the basic management system of the Company;	(X) to formulate the basic management system of the Company;
(XI) to formulate the proposals for any amendment to the Articles of Association;	(XI) to formulate the proposals for any amendment to the Articles of Association;
(XII) to propose the engagement or replacing of accounting firm which undertakes the audit business of the Company to the general meeting;	(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;	(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;	(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);	(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;	(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;

Current Articles	Articles after the proposed amendments
<p>(XVII) The Board shall perform the corporate governance duties, including but not limited to:</p> <ul style="list-style-type: none"> (a) formulating and reviewing the corporate governance policies and practices of the Company; (b) reviewing and monitoring the training and continuous professional development of the directors and the senior management; (c) reviewing and monitoring the Company's policies and practices on compliance with laws and regulatory requirements; (d) formulating, reviewing and monitoring the code of conduct and compliance manual applicable to employees and the directors (if any); and (e) reviewing the Company's compliance with the Corporate Governance Code under Appendix 14 to the Hong Kong Listing Rules and disclosures in the Corporate Governance Report; 	<p>(XVII) <u>to determine other major matters and administrative matters, and enter into other material agreements of the Company, save for the matters required to be resolved by the general meetings under the laws and regulations and the Articles of Association;</u></p> <p>(XVIII) The Board shall perform the corporate governance duties, including but not limited to:</p> <ul style="list-style-type: none"> (a) formulating and reviewing the corporate governance policies and practices of the Company; (b) reviewing and monitoring the training and continuous professional development of the directors and the senior management; (c) reviewing and monitoring the Company's policies and practices on compliance with laws and regulatory requirements; (d) formulating, reviewing and monitoring the code of conduct and compliance manual applicable to employees and the directors (if any); and (e) reviewing the Company's compliance with the Corporate Governance Code under Appendix 14 to the Hong Kong Listing Rules and disclosures in the Corporate Governance Report;

Current Articles	Articles after the proposed amendments
<p>The Board shall be responsible for the corporate governance functions as mentioned in (XVI) above and may also assign its responsibilities to one or more special committees under it.</p> <p>(XVIII) other functions and powers conferred by the Articles of Association or the shareholders' general meetings.</p> <p>(XIX) other matters as stipulated by laws and administrative regulations.</p> <p>The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the general manager for making decisions thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by more than half or two-thirds of the directors if the matters are so provided under the Articles of Association.</p> <p>The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.</p>	<p>The Board shall be responsible for the corporate governance functions as mentioned in (XVIII) above and may also assign its responsibilities to one or more special committees under it.</p> <p>(XIXVIII) other functions and powers conferred by the Articles of Association or the shareholders' general meetings.</p> <p>(XXIX) other matters as stipulated by laws and administrative regulations.</p> <p>The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the general manager for making decisions thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by more than half or two-thirds of the directors if the matters are so provided under the Articles of Association.</p> <p>The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.</p>

Current Articles	Articles after the proposed amendments
<p>Article 22 An independent director may resign before the expiry of his/her term of office. Unless otherwise stipulated in the Articles of Association, the resignation of an independent director shall take effect upon receipt of the resignation letter by the board of directors.</p> <p>An independent director who resigns shall submit his/her resignation letter to the board of directors and a written statement to the latest shareholders’ general meeting to illustrate any situation related to his/her resignation or which he/she deems necessary to bring to the attention of the shareholders and creditors.</p> <p>In case that the number of directors falls below the quorum stipulated in the laws, administrative rules, departmental rules, and normative documents or the Articles of Association as a result of the resignation of an independent director, the resignation of the independent director shall not take effect until the new independent director takes office.</p>	<p>Article 22 An independent director may resign before the expiry of his/her term of office. Unless otherwise stipulated in the Articles of Association, the resignation of an independent director shall take effect upon receipt of the resignation letter by the board of directors.</p> <p>An independent director who resigns shall submit his/her resignation letter to the board of directors and a written statement to the latest shareholders’ general meeting to illustrate any situation related to his/her resignation or which he/she deems necessary to bring to the attention of the shareholders and creditors.</p> <p>In case that the number of directors falls below the quorum stipulated in the laws, administrative rules, departmental rules, and normative documents or the Articles of Association as a result of the resignation of an independent director, the resignation of the independent director shall not take effect until the new independent director takes office.</p>
<p>Article 35 The primary duties of the Secretary to the Board are:</p> <ul style="list-style-type: none"> (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; 	<p>Article 35 The primary duties of the Secretary to the Board are:</p> <ul style="list-style-type: none"> (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;

Current Articles	Articles after the proposed amendments
<p>(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;</p> <p>(V) other responsibilities required by the applicable laws, regulations, rules, listing rules of the stock exchange and other regulations and the Articles of Association.</p>	<p>(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;</p> <p>(V) <u>to deal with the information disclosure;</u></p> <p>(VI) other responsibilities required by the applicable laws, regulations, rules, listing rules of the stock exchange and other regulations and the Articles of Association.</p>
<p>Article 62 The rules of procedure, upon approval by the shareholders' general meeting, shall come into effect from the date on which the Company issues overseas listed foreign shares (H Shares) and applies for the listing of such shares on the Main Board of The Stock Exchange of Hong Kong Limited.</p>	<p>Article 62 The rules of procedure <u>and its amendments, shall come into effect</u> upon approval by the shareholders' general meeting, shall come into effect from the date on which the Company issues overseas listed foreign shares (H Shares) and applies for the listing of such shares on the Main Board of The Stock Exchange of Hong Kong Limited.</p>
<p>Article 64 The amendments to this rules of procedure shall be passed by a majority of the directors of the Company and shall come into effect and implement subject to the approval at the general meeting by ordinary resolution.</p>	<p>Delete this article and the numbers of articles below shall be revised accordingly.</p>

NOTICE OF ANNUAL GENERAL MEETING

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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)
(Stock Code: 0788)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Tower Corporation Limited (the “**Company**”) for the year 2019 (the “**AGM**”) will be held at 9:30 a.m. on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. **THAT** the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2019 be considered and approved, and the board of directors of the Company (the “**Board**”) be authorized to prepare the budget of the Company for the year 2020.
2. **THAT** the proposal on profit distribution and final dividend declaration and payment for the year ended 31 December 2019 be considered and approved.
3. **THAT** the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2020 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.
4. **THAT** the appointment of Mr. Mai Yanzhou as a non-executive director of the Company; **THAT** any director of the Company be authorized to sign on behalf of the Company the director’s service contract with Mr. Mai Yanzhou.

NOTICE OF ANNUAL GENERAL MEETING

5. **THAT** the appointment of Mr. Deng Shiji as an independent non-executive director of the Company; **THAT** any director of the Company be authorized to sign on behalf of the Company the director's service contract with Mr. Deng Shiji, and **THAT** the Board be authorized to determine his remuneration.

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

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

SPECIAL RESOLUTIONS

6. **THAT** the amendments to the articles of association of the Company, the amendments to the rules of procedure for general meetings of the Company, the amendments to the rules of procedure for the board of directors of the Company; **THAT** any director of the Company be authorized to undertake actions in his opinion as necessary or appropriate, so as to complete the approval and/or registration or filing of the amendments to the articles of association of the Company.

7. 7.1 **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic shares or overseas-listed foreign shares ("**H shares**") (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to (i) rights issue (as hereinafter defined); (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20% of each of the Company's existing domestic shares and H shares (as the case may be) in issue at the date of passing this special resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this special resolution:

“**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable PRC laws to be held; and
- (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders by way of a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Board to holders of shares on the register of members on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirement of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

7.2 To **consider** and approve, **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under this special resolution, and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase in the registered capital of the Company.

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

Hong Kong, 3 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 April 2020.
- (2) Details of the aforesaid resolution No. 1 are set out in the 2019 annual report of the Company. Details of aforesaid resolutions No. 4 to No. 6 are set out in the circular of the Company dated 3 April 2020. Details of the resolutions No. 2, No. 3 and No. 7 are set out in this notice.
- (3) The H Share register of members of the Company will be closed, for the purpose of determining H Shareholders' entitlement to attend the AGM, from Tuesday, 21 April 2020 to Thursday, 21 May 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 20 April 2020. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Thursday, 21 May 2020 are entitled to attend the AGM.
- (4) **The health of Shareholders, staff and stakeholders is of paramount importance to the Company. In light of the Novel Coronavirus ("COVID-19") outbreak, the Company encourages that the Shareholders to consider appointing the Chairman of the Meeting as his/her proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person. The Company will comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and other applicable laws and regulations, and will implement the appropriate precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection. The Directors (including the Chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The Chairman of the Board and Chairmen of the Board committees will be available either in person or through video or telephone conference facilities to answer questions from Shareholders at the AGM. Depending on the evolution of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.**
- (5) The Board proposes a final dividend of RMB0.01455 (pre-tax) per share for the year ended 31 December 2019. If such proposed dividend distribution is approved by passing resolution No. 2 by the Shareholders, the final dividend will be distributed to those Shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2020. The register of members will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020 (both days inclusive). In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to lodge the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Wednesday, 27 May 2020.

Dividends will be denominated and declared in RMB. Dividends will be paid in RMB for Domestic Shareholders and H Shareholders (including enterprises and individuals) who invest in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai Stock Exchange or Shenzhen Stock Exchange ("**the Southbound Trading**") (the "**Southbound Shareholders**"), and dividends will be paid in Hong Kong dollars for H Shareholders other than the Southbound Shareholders. The relevant exchange rate will be the average of the mid-point rates of RMB to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of approval of declaration of dividends by the AGM. The record date for entitlement to the Shareholders' rights and the relevant arrangements of dividend distribution for Southbound Shareholders are the same as those for the H Shareholders. The proposed dividends are expected to be paid on or around Tuesday, 30 June 2020 upon approval at the AGM.

- (6) Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf at the AGM. A proxy need not be a Shareholder of the Company. Shareholders who wish to appoint proxies should first review the 2019 annual report of the Company.
- (7) To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be completed and delivered to the registered office of the Company for Domestic Shareholders or to the Computershare Hong Kong Investor Services Limited for H Shareholders no later than 24 hours before the designated time (i.e. before 9:30 a.m. on 20 May 2020) for the holding of the AGM. The address of the registered office of the Company is 19/F,

NOTICE OF ANNUAL GENERAL MEETING

No. 73, Fucheng Road, Haidian District, Beijing, PRC, postal code: 100142; telephone: (8610) 6870 8806. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; telephone: (852) 2862 8555. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he/she so wishes.

- (8) Shareholders intending to attend the AGM shall return the attendance slip via hand delivery, mail or fax to the Registered office of the Company for Domestic Shareholders or to the Computershare Hong Kong Investor Services Limited for H Shareholders on or before Friday, 1 May 2020.
- (9) Shareholders attending the AGM in person or by proxy shall present their identity certification. If the attending Shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the AGM.
- (10) All resolutions to be proposed at the AGM will be voted by poll.
- (11) The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM shall be responsible for their own transport and accommodation expenses.
- (12) Shareholders are advised to call the Company's hotline at (852) 2862 8648 or browse the Company's website (www.china-tower.com) for the latest arrangements of the AGM in the event that a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted on the day of the AGM in Hong Kong.
- (13) The English translation of this Notice is for reference only, and in case of any inconsistency, the Chinese version shall prevail.

As at the date of this Notice, the Board of Directors of the Company comprises:

Executive directors	:	Tong Jilu (Chairman of the Board) and Gu Xiaomin (General Manager)
Non-executive directors	:	Dong Xin and Zhang Zhiyong
Independent non-executive directors	:	Fan Cheng and Tse Yung Hoi

NOTICE OF FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020

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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)
(Stock Code: 0788)

NOTICE OF FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020

NOTICE IS HEREBY GIVEN that the first class meeting of H shareholders of 2020 (the “**First Class Meeting of H Shareholders of 2020**”) of China Tower Corporation Limited (the “**Company**”) will be held at 10:15 a.m. (or immediately after the conclusion of the AGM or any adjournment thereof) on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

1. **That** Part II of the Proposed Amendments to the Articles of Association be considered and approved.

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

Hong Kong, 3 April 2020

NOTICE OF FIRST CLASS MEETING OF H SHAREHOLDERS OF 2020

Notes:

- (1) Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 April 2020.
- (2) Details of the aforesaid resolution No. 1 are set out in the circular of the Company dated 3 April 2020.
- (3) The H Share register of members of the Company will be closed, for the purpose of determining H Share Shareholders' entitlement to attend the First Class Meeting of H Shareholders of 2020, from Tuesday, 21 April 2020 to Thursday, 21 May 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the First Class Meeting of H Shareholders of 2020, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 20 April 2020. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Thursday, 21 May 2020 are entitled to attend the First Class Meeting of H Shareholders of 2020.
- (4) **The health of Shareholders, staff and stakeholders is of paramount importance to the Company. In light of the Novel Coronavirus ("COVID-19") outbreak, the Company encourages that the Shareholders to consider appointing the Chairman of the Meeting as his/her proxy to vote on the relevant resolution(s) at the First Class Meeting of H Shareholders of 2020, instead of attending the First Class Meeting of H Shareholders of 2020 in person. The Company will comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and other applicable laws and regulations, and will implement the appropriate precautionary measures at the First Class Meeting of H Shareholders of 2020 to protect attending Shareholders, staff and stakeholders from the risk of infection. The Directors (including the Chairman of the Board) may attend the First Class Meeting of H Shareholders of 2020 remotely through video or telephone conference facilities if needed. The Chairman of the Board and Chairmen of the Board committees will be available either in person or through video or telephone conference facilities to answer questions from Shareholders at the First Class Meeting of H Shareholders of 2020. Depending on the evolution of the COVID-19 outbreak, the Company may adjust or reschedule the First Class Meeting of H Shareholders of 2020 in accordance with the applicable laws and regulations.**
- (5) Each H Shareholder entitled to attend and vote at the First Class Meeting of H Shareholders of 2020 may appoint one or more proxies to attend and vote on his/her behalf at the First Class Meeting of H Shareholders of 2020. A proxy need not be a Shareholder of the Company.
- (6) To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be completed and delivered to Computershare Hong Kong Investor Services Limited no later than 24 hours before the designated time (i.e. before 10:15 a.m. on 20 May 2020) for the holding of the First Class Meeting of H Shareholders of 2020. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; telephone: (852) 2862 8555. Completion and return of a form of proxy will not preclude an H Shareholder from attending in person and voting at the First Class Meeting of H Shareholders of 2020 if he/she so wishes.
- (7) H Shareholders intending to attend the First Class Meeting of H Shareholders of 2020 shall return the attendance slip via hand delivery, mail or fax to the Computershare Hong Kong Investor Services Limited on or before Friday, 1 May 2020.
- (8) H Shareholders attending the First Class Meeting of H Shareholders of 2020 in person or by proxy shall present their identity certification. If the attending H Shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the First Class Meeting of H Shareholders of 2020.
- (9) The resolution to be proposed at the First Class Meeting of H Shareholders of 2020 will be voted by poll.
- (10) The First Class Meeting of H Shareholders of 2020 is expected to last for an hour. H Shareholders (in person or by proxy) attending the First Class Meeting of H Shareholders of 2020 shall be responsible for their own transport and accommodation expenses.
- (11) Shareholders are advised to call the Company's hotline at (852) 2862 8648 or browse the Company's website (www.china-tower.com) for the latest arrangements of the First Class Meeting of H Shareholders of 2020 in the event that a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted on the day of the First Class Meeting of H Shareholders of 2020 in Hong Kong.
- (12) The English translation of this Notice is for reference only, and in case of any inconsistency, the Chinese version shall prevail.

As at the date of this Notice, the Board of Directors of the Company comprises:

Executive directors	:	Tong Jilu (Chairman of the Board) and Gu Xiaomin (General Manager)
Non-executive directors	:	Dong Xin and Zhang Zhiyong
Independent non-executive directors	:	Fan Cheng and Tse Yung Hoi

NOTICE OF FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS OF 2020

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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)

(Stock Code: 0788)

NOTICE OF FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS OF 2020

NOTICE IS HEREBY GIVEN that the first class meeting of domestic shareholders of 2020 (the “**First Class Meeting of Domestic Shareholders of 2020**”) of China Tower Corporation Limited (the “**Company**”) will be held at 10:30 a.m. (or immediately after the conclusion of the First Class Meeting of H Shareholders of 2020 or any adjournment thereof) on 21 May 2020 at Nathan Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

1. **THAT** Part II of the Proposed Amendments to the Articles of Association be considered and approved.

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

Hong Kong, 3 April 2020

NOTICE OF FIRST CLASS MEETING OF DOMESTIC SHAREHOLDERS OF 2020

Notes:

- (1) Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 April 2020.
- (2) Details of the aforesaid resolution No. 1 are set out in the circular of the Company dated 3 April 2020.
- (3) The Domestic Share register of members of the Company will be closed, for the purpose of determining Domestic Shareholders' entitlement to attend the First Class Meeting of Domestic Shareholders of 2020, from Tuesday, 21 April 2020 to Thursday, 21 May 2020 (both days inclusive), during which period no transfer of Domestic Shares will be registered. Domestic Shareholders whose names appear on the register of members of the Company on Thursday, 21 May 2020 are entitled to attend the First Class Meeting of Domestic Shareholders of 2020.
- (4) **The health of Shareholders, staff and stakeholders is of paramount importance to the Company. In light of the Novel Coronavirus ("COVID-19") outbreak, the Company encourages that the Shareholders to consider appointing the Chairman of the Meeting as his/her proxy to vote on the relevant resolution(s) at the First Class Meeting of Domestic Shareholders of 2020, instead of attending the First Class Meeting of Domestic Shareholders of 2020 in person. The Company will comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and other applicable laws and regulations, and will implement the appropriate precautionary measures at the First Class Meeting of Domestic Shareholders of 2020 to protect attending Shareholders, staff and stakeholders from the risk of infection. The Directors (including the Chairman of the Board) may attend the First Class Meeting of Domestic Shareholders of 2020 remotely through video or telephone conference facilities if needed. The Chairman of the Board and Chairmen of the Board committees will be available either in person or through video or telephone conference facilities to answer questions from Shareholders at the First Class Meeting of Domestic Shareholders of 2020. Depending on the evolvement of the COVID-19 outbreak, the Company may adjust or reschedule the First Class Meeting of Domestic Shareholders of 2020 in accordance with the applicable laws and regulations.**
- (5) Each Domestic Shareholder entitled to attend and vote at the First Class Meeting of Domestic Shareholders of 2020 may appoint one or more proxies to attend and vote on his/her behalf at the First Class Meeting of Domestic Shareholders of 2020. A proxy need not be a Shareholder of the Company.
- (6) To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be completed and delivered to the registered office of the Company no later than 24 hours before the designated time (i.e. before 10:30 a.m. on 20 May 2020) for the holding of the First Class Meeting of Domestic Shareholders of 2020. The address of the registered office of the Company is 19/F, No. 73, Fucheng Road, Haidian District, Beijing, PRC, postal code:100142; telephone: (8610) 6870 8806. Completion and return of a form of proxy will not preclude a Domestic Shareholder from attending in person and voting at the First Class Meeting of Domestic Shareholders of 2020 if he/she so wishes.
- (7) Domestic Shareholders intending to attend the First Class Meeting of Domestic Shareholders of 2020 shall return the attendance slip via hand delivery, mail or fax to the Registered office of the Company on or before Friday, 1 May 2020.
- (8) Domestic Shareholders attending the First Class Meeting of Domestic Shareholders of 2020 in person or by proxy shall present their identity certification. If the attending Domestic Shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the First Class Meeting of Domestic Shareholders of 2020.
- (9) The resolution to be proposed at the First Class Meeting of Domestic Shareholders of 2020 will be voted by poll.
- (10) The First Class Meeting of Domestic Shareholders of 2020 is expected to last for an hour. Domestic Shareholders (in person or by proxy) attending the First Class Meeting of Domestic Shareholders of 2020 shall be responsible for their own transport and accommodation expenses.
- (11) Domestic Shareholders are advised to call the Company's hotline at (852) 2862 8648 or browse the Company's website (www.china-tower.com) for the latest arrangements of the First Class Meeting of Domestic Shareholders of 2020 in the event that a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted on the day of the First Class Meeting of Domestic Shareholders of 2020 in Hong Kong.
- (12) The English translation of this Notice is for reference only, and in case of any inconsistency, the Chinese version shall prevail.

As at the date of this Notice, the Board of Directors of the Company comprises:

Executive directors	:	Tong Jilu (Chairman of the Board) and Gu Xiaomin (General Manager)
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