
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 form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular is only for providing certain information to the shareholders in respect of the annual general meeting of the Company, and does not constitute an offer to sell any securities or an invitation for any person to make an offer to purchase any securities. Any sale of securities of the Company in the United States will only be conducted through an offering prospectus of such securities.



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

**PROPOSED APPOINTMENT OF SUPERVISOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

China Tower Corporation Limited will convene the AGM at 10:00 a.m. on 20 May 2024 at Harcourt Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The notice of AGM dated 18 April 2024 is set out on pages 6 to 10 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 10:00 a.m. on 19 May 2024) 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.

18 April 2024

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DEFINITIONS

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

“AGM”	the 2023 annual general meeting of the Company to be convened on 20 May 2024 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 RMB
“H Share(s)”	overseas-listed foreign Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and are listed on the Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“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
“Supervisor(s)”	supervisor(s) of the Company
“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. Zhang Zhiyong (*Chairman of the Board*)
Mr. Gao Chunlei

Non-executive Directors:

Mr. Gao Tongqing
Mr. Tang Yongbo
Mr. Liu Guiqing
Mr. Fang Xiaobing

Independent Non-executive Directors:

Mr. Dong Chunbo
Mr. Hu Zhanghong
Mr. Sin Hendrick

Registered Office:

Room 101, LG1 to 3/F
Building 14, North District
Yard No. 9, Dongran North Street
Haidian District, Beijing, PRC

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

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

18 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF SUPERVISOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the details of certain resolutions proposed to be considered at the AGM and set out in the notice of AGM.

The following matters are intended to be proposed at the AGM by way of ordinary resolutions: (1) 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 auditor for the year ended 31 December 2023 be considered and approved, and the Board be authorized to prepare the budget of the Company for the year 2024; (2) the proposal on profit distribution and the final dividend declaration and payment for the year ended 31 December 2023 be

LETTER FROM THE BOARD

considered and approved; (3) the re-appointment of KPMG and KPMG Huazhen LLP as the international auditor and domestic auditor of the Company, respectively, for the year ending 31 December 2024 be considered and approved, and the Board be authorized to fix the remuneration of the auditors; and (4) the proposed appointment of Ms. Cao Yingchun as a Supervisor of the third session of the Supervisory Committee be considered and approved; and to consider and approve by way of special resolution: (5) to grant a general mandate to the Board to allot, issue and deal with additional shares in the Company not exceeding 20% of each of the existing Domestic Shares and H Shares in issue and to authorize the Board to increase the registered capital of the Company and to amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate.

Details of the aforesaid resolution No. 1 are set out in the 2023 annual report of the Company. Details of the aforesaid resolution No. 4 are set out below in this circular. Details of the resolutions No. 2, No. 3 and No. 5 are set out in the Company's notice of AGM dated 18 April 2024.

II. PROPOSED APPOINTMENT OF SUPERVISOR

We refer to the announcement of the Company dated 12 April 2024 in relation to, among others, the proposed appointment of Ms. Cao Yingchun (“**Ms. Cao**”) as a Supervisor of the third session of the Supervisory Committee, which is subject to the approval by the Shareholders at the AGM. The term of office of Ms. Cao as a Supervisor will commence from the date of approval by the Shareholders at the AGM and end upon the expiration of the term of office of the third session of the Supervisory Committee.

Ms. Cao, aged 54, previously served as a project manager of finance division of Shanxi Posts and Telecommunications Administration, a project manager and the deputy general manager of finance department of Shanxi branch of China Mobile Communications Group Co., Ltd., a deputy manager and a manager of accountability audit division in the internal audit department (concurrently served as the deputy manager of construction project audit division) and a deputy general manager of internal audit department of China Mobile Communications Group Co., Ltd.. Ms. Cao currently serves as the general manager of internal audit department of China Mobile Communications Group Co., Ltd., a chairperson of the supervisory committee of China Mobile Group Finance Co., Ltd., a supervisor of China Mobile Equity Fund Management Co., Ltd. and a supervisor of China Mobile Charity Foundation. Ms. Cao graduated from Shanxi University of Finance and Economics majored in accounting. Ms. Cao is a senior accountant.

Save as disclosed above, Ms. Cao currently does not, nor did she in the past three years, hold any directorships in any listed companies or any other major positions in the Company and its subsidiaries. Ms. Cao does not have any relationship with any Director, Supervisor, senior management or substantial shareholder of the Company (as defined in the Hong Kong Listing Rules). Ms. Cao does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

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 approval of her appointment as a Supervisor by the Shareholders at the AGM, the Company will enter into a service contract with Ms. Cao. She will not receive supervisor's remuneration during her term as a Supervisor.

III. AGM

The notice of AGM is set out on pages 6 to 10 of this circular. The relevant form of proxy is enclosed. Whether or not a Shareholder intends to attend the AGM in person, he/she must complete the enclosed form of proxy as soon as possible and must lodge the completed form of proxy with the headquarters of the Company (for holders of Domestic Shares) or Computershare Hong Kong Investor Services Limited (for holders of H Shares) not less than 24 hours before the time arranged (i.e. before 10:00 a.m. on 19 May 2024) for convening the AGM in order to be valid. The address of the headquarters of the Company is Room 101, LG1 to 3/F, Building 14, North District, Yard No. 9, Dongran North Street, Haidian District, Beijing, PRC, postal code: 100195; Telephone: (8610) 6870 8806; Fax: (8610) 6870 8802. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; Telephone: (852) 2862 8555; Fax: (852) 2865 0990. After completion and return of the form of proxy, a Shareholder may still attend the AGM and vote in person if he/she wishes to do so.

IV. RECOMMENDATION

The Board considers that the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the resolutions at the AGM.

By Order of the Board
China Tower Corporation Limited
Zhang Zhiyong
Chairman of the Board

NOTICE OF ANNUAL GENERAL MEETING



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 2023 (the “**AGM**”) will be held at 10:00 a.m. on 20 May 2024 at Harcourt 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 of the Company (the “**Board**”), the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2023 be considered and approved, and the Board be authorized to prepare the budget of the Company for the year 2024.
2. **THAT** the proposal on profit distribution and the final dividend declaration and payment for the year ended 31 December 2023 be considered and approved.
3. **THAT** the re-appointment of KPMG and KPMG Huazhen LLP as the international auditor and domestic auditor of the Company, respectively, for the year ending 31 December 2024 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.
4. **THAT** the appointment of Ms. Cao Yingchun (“**Ms. Cao**”) as a Supervisor of the Company be and is hereby considered and approved; and **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor’s service contract with Ms. Cao.

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

NOTICE OF ANNUAL GENERAL MEETING

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

SPECIAL RESOLUTION

5. 5.1 **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
- (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 (the “**Shareholders**”) by way of a general meeting.

NOTICE OF ANNUAL 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.

- 5.2 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
Leung Suet Wing
Company Secretary

Hong Kong, 18 April 2024

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 18 April 2024.
2. Details of the aforesaid resolution No. 1 are set out in the 2023 annual report of the Company. Details of the aforesaid resolution No. 4 are set out in the circular of the Company dated 18 April 2024. Details of the aforesaid resolutions No. 2, No. 3 and No. 5 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, 14 May 2024 to Monday, 20 May 2024 (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, 13 May 2024. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Monday, 20 May 2024 are entitled to attend the AGM.
4. The Board proposes a final dividend of RMB0.03739 (pre-tax) per share for the year ended 31 December 2023. 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 Thursday, 30 May 2024. The register of members will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024 (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 Friday, 24 May 2024.

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 Stock Exchange of Hong Kong Limited 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 Friday, 28 June 2024 upon approval at the AGM.

5. 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. Shareholders who wish to appoint proxies should first review the 2023 annual report 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 headquarters of the Company for domestic Shareholders or to the Computershare Hong Kong Investor Services Limited for H Shareholders no later than 24 hours before the designated time (i.e. before 10:00 a.m. on 19 May 2024) for the holding of the AGM. The address of the headquarters of the Company is Room 101, LG1 to 3/F, Building 14, North District, Yard No. 9, Dongran North Street, Haidian District, Beijing, PRC, postal code: 100195; telephone: (8610) 6870 8806. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; telephone: (852) 2862 8555. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he/she so wishes.
7. 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.
8. All resolutions to be proposed at the AGM will be voted by poll.

NOTICE OF ANNUAL GENERAL MEETING

9. 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.
10. Shareholders are advised to call the Company's hotline at (852) 2862 8555 or browse the investor relations page of 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.
11. Subject to the public health requirements or guidelines of the Government of Hong Kong and/or regulatory authorities, the Company may announce further updates on the latest arrangements of the above meeting on the investor relations page of the Company's website (www.china-tower.com) as and when appropriate.
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 the Company comprises:

<i>Executive directors</i>	:	<i>Zhang Zhiyong (Chairman of the Board) and Gao Chunlei</i>
<i>Non-executive directors</i>	:	<i>Gao Tongqing, Tang Yongbo, Liu Guiqing and Fang Xiaobing</i>
<i>Independent non-executive directors</i>	:	<i>Dong Chunbo, Hu Zhanghong and Sin Hendrick</i>