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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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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.

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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 AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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China Tower Corporation Limited will convene the AGM at 10:00 a.m. on 11 May 2023 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong. The notice of AGM dated 31 March 2023 is set out on pages 6 to 12 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 10 May 2023) 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.

31 March 2023

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## DEFINITIONS

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

“AGM”	the 2022 annual general meeting of the Company to be convened on 11 May 2023 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
“Audit Committee”	the audit committee of the Board
“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
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“PwC”	PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP, collectively
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“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

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LETTER FROM THE BOARD

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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)**

***Executive Directors:***

Mr. Zhang Zhiyong  
Mr. Gu Xiaomin  
Mr. Gao Chunlei

***Non-executive Directors:***

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

***Independent Non-executive Directors:***

Mr. Zhang Guohou  
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

31 March 2023

*To the Shareholders*

Dear Sir or Madam,

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

**I. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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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, the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2022 be considered and approved, and the Board be authorized to prepare the budget of the Company for the year 2023; (2) the proposal on profit distribution and the final dividend declaration and payment for the year ended 31 December 2022 be considered and approved; and (3) the appointment of KPMG and KPMG Huazhen LLP as the international auditor and domestic auditor of the Company, respectively, for the year ending 31 December 2023 be considered and approved, and the Board be authorized to fix the remuneration of the auditors; and to consider and approve by way of special resolutions: (4) the resolutions in relation to the granting of a general mandate to the Board to make application for the issue of domestic or overseas debt financing instruments denominated in local or foreign currencies; and (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 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 2022 annual report of the Company. Details of the aforesaid resolution No. 3 are set out below in this circular. Details of the resolutions No. 2, No. 4 and No. 5 are set out in the Company's notice of AGM dated 31 March 2023.

### II. PROPOSED APPOINTMENT OF AUDITORS

We refer to the announcement of the Company dated 2 March 2023 in relation to the proposed change of auditors.

According to the relevant regulations issued by the Ministry of Finance of the PRC and the SASAC, there are certain limits in respect of the number of years of financial auditing work that an accounting firm can continuously provide to the Company (the “**Relevant Requirements**”). Due to the Relevant Requirements, the service terms of PwC will expire soon and they will retire as the international auditor and domestic auditor of the Company, respectively, effective upon the conclusion of the AGM and will not be standing for re-appointment. Pursuant to the open selection process and as recommended by the Audit Committee, the Board has resolved to propose to the Shareholders at the AGM to approve the appointment of KPMG and KPMG Huazhen LLP as the Company's international auditor and domestic auditor, respectively, for the year ending 31 December 2023 and to authorize the Board to fix the remuneration of the auditors.

PwC has confirmed in writing that there are no matters in relation to their retirement which should be brought to the attention of the Shareholders. Neither the Board nor the Audit Committee is aware of any matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreement or outstanding matters between the Company and PwC.

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## LETTER FROM THE BOARD

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### III. AGM

The notice of AGM is set out on pages 6 to 12 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 10 May 2023) 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*

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## 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 2022 (the “**AGM**”) will be held at 10:00 a.m. on 11 May 2023 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, 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 2022 be considered and approved, and the Board be authorized to prepare the budget of the Company for the year 2023.
2. **THAT** the proposal on profit distribution and the final dividend declaration and payment for the year ended 31 December 2022 be considered and approved.
3. **THAT** the appointment of KPMG and KPMG Huazhen LLP as the international auditor and domestic auditor of the Company, respectively, for the year ending 31 December 2023 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.

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



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## NOTICE OF ANNUAL GENERAL MEETING

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

### SPECIAL RESOLUTIONS

4. To consider and approve, by way of special resolution, the following resolutions in relation to the granting of a general mandate to the Board to make application for the issue of domestic or overseas debt financing instruments denominated in local or foreign currencies:

4.1 **THAT** the grant of a general mandate to the Board, upon the approval of relevant regulatory authorities, to make application for the issue of debt financing instruments denominated in local or foreign currencies, in one or more tranches in the PRC and overseas, including but not limited to, corporate bonds, super short-term commercial paper, short-term commercial paper, medium-term note, asset-backed securities, asset-backed notes, etc., with an aggregate outstanding repayment amount of up to RMB50 billion from the date of AGM to the date on which the Company's 2024 annual general meeting is held in 2025 be and is hereby considered and approved.

4.2 **THAT** subject to approval by relevant regulatory authorities, the issue of corporate bonds pursuant to the following proposals be and is hereby considered and approved:

- (a) Issue size: Application for public issue of corporate bonds with an aggregate amount of up to RMB15 billion in one or more tranches in the PRC, provided that the aggregate outstanding repayment amount of all of the Company's debentures denominated in local or foreign currencies shall not exceed RMB50 billion;
- (b) Term of the bonds: The term shall not exceed 10 years (inclusive). The bonds may be issued under single category with one maturity or mixed categories with different maturity;
- (c) Use of proceeds: The proceeds, after deducting the issuing expense, will be used for repaying the debts of the Company, replenishing liquidity and other purpose as permitted by applicable laws and regulations; and
- (d) Validity of the resolution: From the date on which the resolution is passed at the AGM to the date on which the Company's 2024 annual general meeting is held in 2025.

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## NOTICE OF ANNUAL GENERAL MEETING

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4.3 **THAT** subject to approval by relevant regulatory authorities, the issue of debt financing instruments by interbank bonds market pursuant to the following proposals be and is hereby considered and approved:

- (a) Issue size: An aggregate outstanding repayment amount of all of the Company's debentures denominated in local or foreign currencies shall not exceed RMB50 billion;
- (b) Issue methods: To register with National Association of Financial Market Institutional Investors, among other things, super short-term commercial paper, short-term commercial paper, medium-term note or other debt financing instruments;
- (c) Use of proceeds: The proceeds, after deducting the issuing expense, will be used for repaying the debts of the Company, replenishing liquidity and other purpose as permitted by applicable laws and regulations; and
- (d) Validity of the resolution: From the date on which the resolution is passed at the AGM to the date on which the Company's 2024 annual general meeting is held in 2025.

4.4 **THAT** the Board be and are hereby generally and unconditionally authorized and such authority may be delegated to such person as authorized by the Board to handle, at its sole discretion, matters related to debt financing instruments pursuant to the framework and under the principle considered in this resolution, including but not limited to the followings:

- (a) To determine matters related to application, registration and issuance of debentures, such as the type, timing, size, tranche, term, rate, issuing targets, use of proceeds, specific terms, of the issue, based on the specific condition of the Company and the market to the extent as permitted by laws and regulations;
- (b) To do all such acts which are necessary and incidental to the issue, including but not limited to, the securing of approvals, engaging professional advisors, the determination of underwriting arrangements, preparation and dissemination of relevant application documents to the regulatory authorities, the securing of approvals from the regulatory authorities, processing of application, registration and issuance procedures, trading and listing, and repayment of principal and interest;
- (c) Execution of all requisite documentation, including but not limited to, application documents in respect of the issuance, prospectus, underwriting agreements, other legal agreements and announcements;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) If there are changes in the regulatory policies or market conditions, other than matters on which the Company's general meeting is required to take a poll again by relevant laws, regulations and the requirements of the Articles of Association of China Tower Corporation Limited, to adjust, to the extent as the Board is authorized, the specific proposal relating to the issue and related matters in accordance with the opinion of the regulatory authorities or subject to the prevailing market conditions;
- (e) To complete any other requisite matters relating to the application for the issuance of debt financing instruments; and
- (f) Validity of the authorization: From the date on which the resolution is passed at the AGM to the date on which the Company's 2024 annual general meeting is held in 2025.

### 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

“**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, 31 March 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 March 2023.
2. Details of the aforesaid resolution No. 1 are set out in the 2022 annual report of the Company. Details of the aforesaid resolution No. 3 are set out in the circular of the Company dated 31 March 2023. Details of the aforesaid resolutions No. 2, No. 4 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 Monday, 8 May 2023 to Thursday, 11 May 2023 (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 Friday, 5 May 2023. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Thursday, 11 May 2023 are entitled to attend the AGM.
4. The Board proposes a final dividend of RMB0.03232 (pre-tax) per share for the year ended 31 December 2022. 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, 23 May 2023. The register of members will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023 (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, 17 May 2023.

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, 30 June 2023 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 2022 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 10 May 2023) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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