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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)

**PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 3.10A
AND RULE 3.11 OF THE LISTING RULES**

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Tower Corporation Limited (the “**Company**”) announces that it has proposed to appoint Ms. Zhang Wei (“**Ms. Zhang**”) as an independent non-executive director of the Company (the “**Director(s)**”) and her appointment will be subject to the approval from the shareholders of the Company (the “**Shareholders**”), effective from the date of approval by the Shareholders at the first extraordinary general meeting of 2024 of the Company contemplated to be convened on 13 September 2024 (the “**Extraordinary General Meeting**”). The term of office of Ms. Zhang as an independent non-executive Director will end upon the expiration of the term of office of the third session of the Board.

Ms. Zhang Wei, aged 57, successively served as the general manager assistant of the finance department of China Southern Airlines (Group) Company, the deputy general manager of the finance department of China Southern Airlines Company Limited, and the deputy director of the supervisory bureau and the director of the audit department of China Southern Air Holding Company from June 1999 to August 2006. Ms. Zhang successively served as the general manager of Southern Airlines Group Finance Company Limited from August 2006 to October 2007; the director of the audit department of China Southern Air Holding Company Limited, the director of the audit department of China Southern Airlines Group (Holdings) Company, and a supervisor of China Southern Airlines Company Limited from October 2007 to October 2019. She served as the deputy chief economist of China Southern Airlines Company Limited from October 2019 to September 2021. Ms. Zhang has served as an external director of Guangdong Provincial Communication Group Co., Ltd since January 2022.

Ms. Zhang graduated from the department of technical economics and system engineering of Tianjin University with a major in investment skills economics and obtained a master's degree in engineering in March 1993. She graduated from the school of economics and management of Tsinghua University and obtained an Executive Master of Business Administration degree in June 2010. Ms. Zhang is a senior accountant.

Save as disclosed above, Ms. Zhang 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. Zhang does not have any relationship with any director, supervisor, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As at the date of this announcement, Ms. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Zhang has confirmed (a) her independence as regards to each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other information relating to Ms. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the 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 an independent non-executive Director by the Shareholders at the Extraordinary General Meeting, the Company will enter into a service contract with Ms. Zhang. The Board, after obtaining the authorisation at the Extraordinary General Meeting, will determine the remuneration of Ms. Zhang with reference to her duties, responsibilities, experience as well as the prevailing market condition.

A circular of the Extraordinary General Meeting containing, among other matters, details of the proposed appointment of Ms. Zhang and her biographical details will be published on the website of the Company (www.china-tower.com) and the website of on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (www.hkexnews.hk) in due course and will be despatched to the Shareholders upon request.

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 3.10A AND RULE 3.11 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 20 May 2024 (the “**Announcement**”) in relation to, among other things, the appointment of Mr. Chen Li (“**Mr. Chen**”) as an executive Director at the Company’s annual general meeting.

As stated in the Announcement, following the appointment of Mr. Chen as an executive Director, the Board comprised 10 members, of which three are executive Directors, four are non-executive Directors and three are independent non-executive Directors. As a result, the number of the independent non-executive Directors fell below the requirement of having at least one-third of the Board members required under Rule 3.10A of the Listing Rules. In addition, pursuant to Rule 3.11 of the Listing Rules, the Company shall appoint a sufficient number of independent non-executive Directors within three months after failing to meet the requirements under Rule 3.10A of the Listing Rules.

Since the proposed appointment of Mr. Chen as an executive Director on 23 April 2024, the Company has been actively and closely communicating with different candidates about their backgrounds, independence, experiences and qualifications in order to identify a suitable candidate with appropriate skills and expertise (including but not limited to such candidate's ability to satisfy the professional qualifications or accounting related financial management expertise requirements pursuant to Rule 3.10(2) of the Listing Rules and the board diversity policy of the Company, especially its gender diversity requirements). After reviewing the resumes of the different candidates, the Company is of the view that Ms. Zhang is most suited to fill the role as an independent non-executive Director, and has shortlisted Ms. Zhang. However, additional time was required for the Company to complete the relevant internal selection and nomination procedures to effect the appointment and to convene the Extraordinary General Meeting with a sufficient notice period to obtain Shareholders' approval. The Company has therefore applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rule 3.10A and Rule 3.11 of the Listing Rules and an extension of time up to 30 September 2024 to fill the vacancy.

Subject to the approval of Ms. Zhang's appointment as an independent non-executive Director by the Shareholders at the Extraordinary General Meeting, it is expected that the Board will comprise three executive Directors, four non-executive Director and four independent non-executive Directors. Accordingly, the Company will re-comply with Rule 3.10A of the Listing Rules. Further announcement will be made as and when appropriate and in accordance with the Listing Rules.

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

Beijing, China, 23 August 2024

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

<i>Executive directors</i>	:	<i>Zhang Zhiyong (Chairman of the Board), Chen Li (General Manager) 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>