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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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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)

**PROPOSAL ON PROFIT DISTRIBUTION AND THE INTERIM DIVIDEND DECLARATION AND
PAYMENT FOR THE SIX MONTHS ENDED 30 JUNE 2024
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

China Tower Corporation Limited will convene the EGM at 10:00 a.m. on 13 September 2024 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC. The notice of EGM dated 27 August 2024 is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, 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 12 September 2024) for convening the EGM 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.

27 August 2024

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DEFINITIONS

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

“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
“EGM”	the first extraordinary general meeting of 2024 of the Company to be convened on 13 September 2024 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 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)
“Nomination Committee”	the nomination committee of the Board
“PRC” or “Mainland”	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
“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

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. Chen Li (*General Manager*)
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

27 August 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSAL ON PROFIT DISTRIBUTION AND THE INTERIM DIVIDEND DECLARATION AND
PAYMENT FOR THE SIX MONTHS ENDED 30 JUNE 2024
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

I. INTRODUCTION

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

LETTER FROM THE BOARD

The following matters are intended to be proposed at the EGM by way of ordinary resolutions: (1) the proposal on profit distribution and the interim dividend declaration and payment for the six months ended 30 June 2024 be considered and approved; and (2) the proposed appointment of Ms. Zhang Wei (“**Ms. Zhang**”) as an independent non-executive Director be considered and approved.

II. PROPOSAL ON PROFIT DISTRIBUTION AND THE INTERIM DIVIDEND DECLARATION AND PAYMENT FOR THE SIX MONTHS ENDED 30 JUNE 2024

On 7 August 2024, the Board recommended a payment of the interim dividend of RMB0.01090 (pre-tax) per Share for the six months ended 30 June 2024. Such proposal is subject to the approval by the Shareholders at the EGM. The proposed interim dividend, if approved, will be denominated and declared in RMB, which are expected to be paid on or around 29 November 2024 upon approval at the EGM.

Details of the aforesaid resolution No. 1 are set out in the Company’s notice of EGM dated 27 August 2024.

III. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 23 August 2024 in relation to, among other things, the proposed appointment of Ms. Zhang as an independent non-executive Director.

The Board will seek Shareholders’ approval for the proposed appointment of Ms. Zhang as an independent non-executive Director which shall become effective from the date of approval by the Shareholders at the EGM. The term of office of Ms. Zhang as an independent non-executive Director will end on the date of 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.

LETTER FROM THE BOARD

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 Hong Kong Listing Rules). As at the date of this circular, Ms. Zhang does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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 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 an independent non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with Ms. Zhang. The Board, after obtaining the authorisation at the EGM, will determine the remuneration of Ms. Zhang with reference to her duties, responsibilities, experience as well as the prevailing market condition.

For the proposed appointment of Ms. Zhang as an independent non-executive Director, the Nomination Committee 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 nominated Ms. Zhang as independent non-executive Director candidate taking into account factors such as her professional experience, skills and knowledge of management, finance, auditing and economics as shown in her biographical details set out above, the potential for her to help enhance the operation efficiency of the Board as an independent non-executive Director, and her potential commitment to the business of the Company. The Board believes that Ms. Zhang will provide objective, independent and sufficient opinions and analysis on significant matters relating to the operations and management of the Company through her rich experience and knowledge while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company, and that she will also, together with other independent non-executive Directors, promote the diversity of the Board structure in various aspects including gender, age, culture, professional skills and qualifications, and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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 Hong Kong 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 Hong Kong Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment. The Nomination Committee and the Board consider that Ms. Zhang 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. EGM

The notice of EGM is set out on pages 6 to 8 of this circular. Whether or not a Shareholder intends to attend the EGM 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 12 September 2024) for convening the EGM or any adjournment thereof 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 EGM and vote in person if he/she wishes to do so.

V. 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 EGM.

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



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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2024 (the “EGM”) of China Tower Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 13 September 2024 at Room 101, Building 12, China Tower Industrial Park, No. 9 Dongran North Street, Haidian District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. **THAT** the proposal on profit distribution and the interim dividend declaration and payment for the six months ended 30 June 2024 be considered and approved.
2. **THAT** the appointment of Ms. Zhang Wei as an independent non-executive director of the Company be and is hereby considered and approved; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director’s service contract with Ms. Zhang Wei; and **THAT** the Board be and is hereby authorized to determine her remuneration.

By Order of the Board
China Tower Corporation Limited
Leung Suet Wing
Company Secretary

Hong Kong, 27 August 2024

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

1. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 August 2024.
2. Details of the aforesaid resolution No. 1 are set out in this notice.
3. Biographical details of the proposed director of the Company within the aforesaid resolution No. 2 are set out in the announcement of the Company dated 23 August 2024 and the circular of the Company dated 27 August 2024 which contain details in relation to the proposed appointment of an independent non-executive Director.
4. The H Share register of members of the Company will be closed, for the purpose of determining H Shareholders' entitlement to attend the EGM, from Tuesday, 10 September 2024 to Friday, 13 September 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, 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, 9 September 2024. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Friday, 13 September 2024 are entitled to attend the EGM.
5. The Board proposes an interim dividend of RMB0.01090 per share (pre-tax) for the six months ended 30 June 2024. If such proposed dividend distribution is approved by passing resolution No. 1 by the Shareholders, the interim dividend will be distributed to those Shareholders whose names appear on the register of members of the Company on Thursday, 26 September 2024. The register of members will be closed from Monday, 23 September 2024 to Thursday, 26 September 2024 (both days inclusive). In order to be entitled to the interim 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, 20 September 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 for H Shareholders other than the Southbound Shareholders will be paid in Hong Kong dollars. 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 EGM. 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, 29 November 2024 upon approval at the EGM. For details of withholding tax (including type of Shareholders and applicable tax rate) applied to the interim dividend declared, please refer to the section headed “Interim Dividend” in the interim results announcement of the Company dated 7 August 2024.

6. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a Shareholder.
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 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 time arranged (i.e. before 10:00 a.m. on 12 September 2024) for the holding of the EGM or any adjournment thereof. 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 EGM if he/she so wishes.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

8. Shareholders attending the EGM 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 EGM.
9. All resolutions to be proposed at the EGM will be voted by poll.
10. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.
11. 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), 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>