

## (2) Biographical Details of Current Directors, Senior Management and Supervisors



**KE RUIWEN**

Age 59, is an Executive Director, the Chairman of the Board of Directors and Chief Executive Officer of the Company. He joined the Board of Directors of the Company in May 2012. Mr. Ke is a senior engineer with a doctorate degree in business administration. Mr. Ke served as Deputy Director General of Jiangxi Posts and Telecommunications Administration, Deputy General Manager of Jiangxi Telecom, Managing Director of the Marketing Department of the Company and China Telecommunications Corporation\*, General Manager of Jiangxi Telecom, Managing Director of the Human Resources Department of the Company and China Telecommunications Corporation, Executive Vice President, President and Chief Operating Officer of the Company, Vice President and President of China Telecommunications Corporation and the Chairman of Supervisory Committee of China Tower Corporation Limited. Mr. Ke is also the Chairman of China Telecommunications Corporation. Mr. Ke has extensive experience in management and the telecommunications industry.



**SHAO GUANGLU**

Age 59, is an Executive Director, the President and Chief Operating Officer of the Company. He joined the Board of Directors of the Company in May 2020. Mr. Shao is a professor level senior engineer with a doctorate degree in management. Mr. Shao served as a Deputy General Manager of China United Network Communications Group Company Limited, an Executive Director and Senior Vice President of China Unicom (Hong Kong) Limited which is listed on the Main Board of the HKSE, a Senior Vice President of China United Network Communications Limited which is listed on the Shanghai Stock Exchange, a Director and Senior Vice President of China United Network Communications Corporation Limited, a Non-Executive Director of China Communications Services Corporation Limited, China Tower Corporation Limited and PCCW Limited, all of which are listed on the Main Board of the HKSE, a member of the board of directors of Open Networking Foundation, a member of the strategy committee of GSM Association and a Vice President of China Information Technology Industry Federation. Mr. Shao is currently a Director and the President of China Telecommunications Corporation and a Deputy Director of Communications Science and Technology Committee of the Ministry of Industry and Information Technology of the People's Republic of China. Mr. Shao has extensive experience in management and the telecommunications industry.

\* Now known as “中國電信集團有限公司”, the controlling shareholder (within the meaning of the Listing Rules) and a substantial shareholder (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong) of the Company, which held approximately 63.78% of the issued share capital of the Company at the end of the Reporting Period.


**LIU GUIQING**

Age 56, is an Executive Director and Executive Vice President of the Company. He joined the Board of Directors of the Company in August 2019. Mr. Liu is a professor level senior engineer with a doctorate degree in engineering science. Mr. Liu served as Deputy General Manager and General Manager of China Unicom Hunan branch, General Manager of China Unicom Jiangsu provincial branch and a Vice President and General Counsel of China Telecommunications Corporation. Mr. Liu is currently a Director of China Telecommunications Corporation, a Non-Executive Director of China Tower Corporation Limited which is listed on the Main Board of the HKSE, the Chairman and an Executive Director of China Communications Services Corporation Limited which is listed on the Main Board of the HKSE, a Deputy Director General of China Institute of Communications and a Director of Global System for Mobile communications Association (GSMA). Mr. Liu has extensive experience in management and the telecommunications industry.


**TANG KE**

Age 48, is an Executive Director and Executive Vice President of the Company. He joined the Board of Directors of the Company in March 2022. Mr. Tang is a senior accountant with a master's degree in economics. Mr. Tang previously served as the General Manager of the Finance Department of both China Telecommunications Corporation and the Company, and as the General Manager of China Telecom Anhui branch and Guangdong branch. Mr. Tang is currently a Vice President of China Telecommunications Corporation, a Deputy Director General of Internet Society of China, a Deputy Executive Director General of Zhongguancun Digital Economic Industry Alliance, and a Vice President of China Netcasting Services Association. Mr. Tang has extensive experience in finance, management and the telecommunications industry.



**XIA BING**

Age 49, is an Executive Director and Executive Vice President of the Company. He joined the Board of Directors of the Company in January 2023. Mr. Xia is a senior engineer with a doctor degree in economics. Mr. Xia previously served as Chairman and General Manager of China Mobile Group Qinghai Co., Ltd., General Manager of Marketing Department of China Mobile Communications Group Co., Ltd., Chairman and General Manager of China Mobile Group Beijing Co., Ltd., a Non-executive Director of Phoenix Media Investment (Holdings) Limited which is listed on the Main Board of the HKSE (formerly known as “Phoenix Satellite Television Holdings Limited”), a Non-executive Director of Shanghai Pudong Development Bank Co., Ltd. which is listed on the Shanghai Stock Exchange and a Director of True Corporation Public Company Limited which is listed on the Stock Exchange of Thailand. He is currently a Vice President of China Telecommunications Corporation and a Vice President of China Association of Communication Enterprises. Mr. Xia has extensive experience in management and the telecommunications industry.



**LI YINGHUI**

Age 52, is an Executive Director, Executive Vice President, Chief Financial Officer and Secretary of the Board of the Company. He joined the Board of Directors of the Company in January 2023. Mr. Li is a senior accountant, a member of the Chinese Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants with a master degree in accountancy. Mr. Li previously served as a Deputy Director of Financial Department of China Huaneng Group Co., Ltd. (formerly known as “China Huaneng Group”), a Director of Financial and Budget Department of Huaneng Power International, Inc. which is listed on the Main Board of Shanghai Stock Exchange and the Main Board of the HKSE respectively and a Director of Financial and Asset Management Department of China Huaneng Group Co., Ltd.. He is currently the Chief Accountant of China Telecommunications Corporation and a Vice President of China Association for Public Companies. Mr. Li has extensive experience in finance, management and the fundamental industry.

**CHEN SHENGGUANG**

Age 59, is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in May 2017. Mr. Chen graduated from Zhongnan University of Economics with a major in finance and accounting, and obtained a postgraduate degree in economics from Guangdong Academy of Social Sciences and an executive master degree in business administration (EMBA) from Lingnan College of Sun Yat-sen University. He is a senior economist. Mr. Chen served as the Manager of Finance Department and Deputy General Manager of Guangdong Foreign Trade Import & Export Corporation, Head of Finance Department, Assistant to General Manager and Chief Accountant of Guangdong Guangxin Foreign Trade Group Co., Limited, a Director of FSPG Hi-Tech Co., Ltd. which is listed on the Shenzhen Stock Exchange, a Non-Executive Director of Xingfa Aluminium Holdings Limited which is listed on the Main Board of the HKSE, a Director of Guangdong Silk-Tex Group Co., Ltd., the Chief Accountant and Deputy General Manager of Guangdong Guangxin Holdings Group Ltd.. Mr. Chen is currently the Director and General Manager of Guangdong Rising Holdings Group Co., Ltd.\* (one of the shareholders of the Company). Mr. Chen has extensive experience in finance and corporate management.

**NG, KAR LING JOHNNY**

Age 62, is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in January 2023. Mr. Ng is currently a practising Certified Public Accountant in Hong Kong, a practising auditor and accountant in Macau, a Fellow of the Hong Kong Institute of Certified Public Accountants (FCPA), a Fellow of the Association of Chartered Certified Accountant (FCCA), and a Fellow of the Institute of Chartered Accountants in England and Wales (FCA). Mr. Ng obtained a bachelor's degree and a master's degree in business administration from the Chinese University of Hong Kong in 1984 and 1999, respectively. Mr. Ng joined KPMG (Hong Kong) in 1984 and became a Partner in 1996. He acted as a Managing Partner from June 2000 to September 2015 and a Vice Chairman of KPMG China from October 2015 to March 2016. Mr. Ng currently serves as an independent non-executive director of China Petroleum & Chemical Corporation which is listed on the HKSE and Shanghai Stock Exchange, an independent non-executive director of China Vanke Co., Ltd. which is listed on the HKSE and Shenzhen Stock Exchange and an independent non-executive director of Metallurgical Corporation of China Ltd. which is listed on the HKSE and Shanghai Stock Exchange. He previously served as an independent director of Fangdd Network Group Ltd. which is listed on Nasdaq.

\* A substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.





**WANG HSUEHMING**

Age 73, is an Independent Non-Executive Director of the Company. She joined the Board of Directors of the Company in May 2014. Madam Wang received a bachelor of arts degree from the University of Massachusetts and attended Columbia University. She was a Senior Advisor and former Chairman of BlackRock China. She was also the former Chairman of China at Goldman Sachs Asset Management. She joined Goldman Sachs in 1994, became a Partner in 2000 and an Advisory Director from 2010 to 2011. With nearly 30 years of experience in financial services, she participated in pioneering efforts in China's economic reform and development. She was instrumental in advising Ministry of Posts and Telecommunications and Ministry of Information Industry (now known as Ministry of Industry and Information Technology) in the privatisations and listings of its mobile and fixed line businesses. She also participated in advising appropriate operators in strategic investments by international telecom companies. The early cross-border financings of aircraft and other capital equipment in China's aviation sector, as well as the separate listings of national airlines, and important provincial and municipal credit restructurings also formed part of Madam Wang's understanding of China's economic growth in the past three decades.



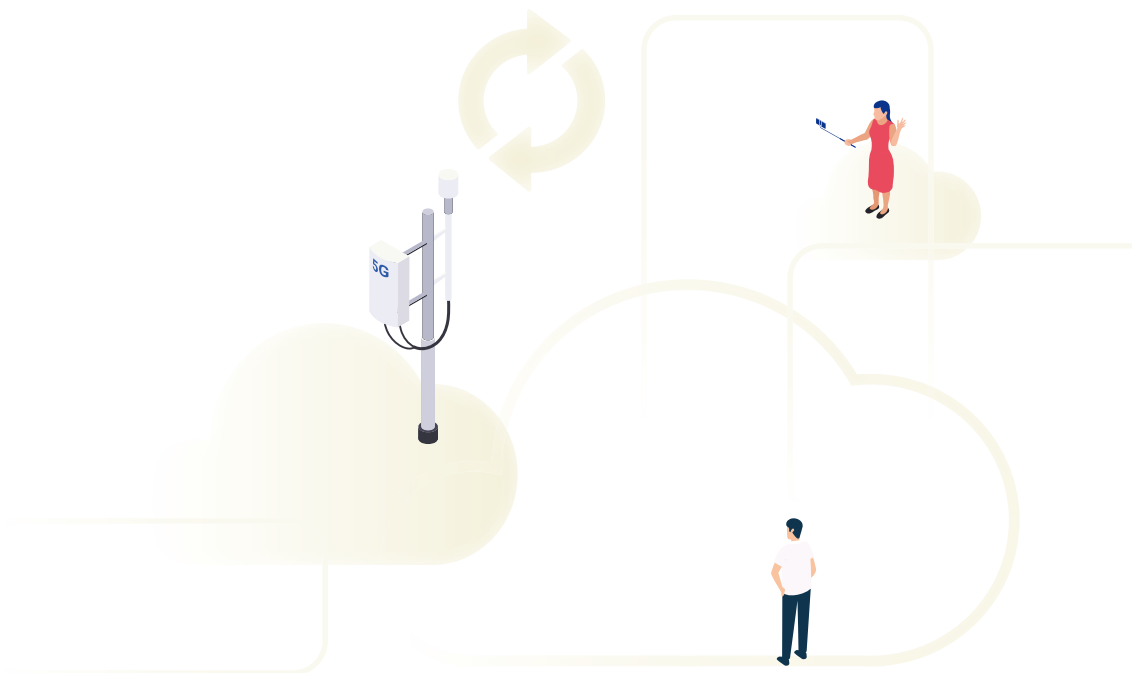
**YEUNG CHI WAI, JASON**

Age 68, is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in October 2018. Mr. Yeung is currently the Group Chief Compliance and Risk Management Officer of Fung Holdings (1937) Limited and its listed companies in Hong Kong. Mr. Yeung has extensive experience in handling legal, compliance and regulatory matters and previously worked in the Securities and Futures Commission of Hong Kong, law firms and enterprises practising corporate, commercial and securities laws. Mr. Yeung served as an Independent Non-Executive Director of Bank of Communications Co., Ltd. which is listed on the Main Board of the HKSE and the Shanghai Stock Exchange, a Director and the General Counsel of China Everbright Limited, which is listed on the Main Board of the HKSE and was also a partner of Woo, Kwan, Lee, & Lo.. He acted as the Board Secretary of BOC Hong Kong (Holdings) Limited which is listed on the Main Board of the HKSE, from 2001 to 2011 and concurrently acted as the Board Secretary of Bank of China Limited which is listed on the Main Board of the HKSE and the Shanghai Stock Exchange, from 2005 to 2008. He also served as the Deputy Chief Executive (Personal Banking) of Bank of China (Hong Kong) Limited from April 2011 to February 2015. Mr. Yeung received a bachelor degree in social sciences from the University of Hong Kong. He then graduated from The College of Law, United Kingdom and received a bachelor degree in law and a master degree in business administration from the University of Western Ontario, Canada.



**CHEN DONGQI**

Age 66, is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in January 2023. Mr. Chen is an economist, a young-to-middle-aged expert with outstanding contributions at Chinese Academy of Social Sciences (1997) and a member of Chinese Economists 50 Forum since 1998. Mr. Chen served as the director of Economics Research Institute of the State Planning Commission, an Executive Vice President of the Academy of Macroeconomics Research of the National Development and Reform Commission, an economics advisor for Beijing, Guangdong province and Shanxi province. Mr. Chen is currently a professor and Ph.D. tutor of the Graduate School at Chinese Academy of Social Sciences, a member of the Expert Team for Yangtze River Delta Integration and the Expert Committee of Sichuan Provincial Government, and an executive council member of Sun Yefang Foundation. Mr. Chen mainly focuses on the research of macroeconomics theory and policy.



### SUPERVISORS

#### HAN FANG

Age 49, is a Shareholder Representative Supervisor and the Chairlady of the Supervisory Committee of the Company. She joined the Supervisory Committee of the Company in March 2022. Madam Han is an international internal auditor, a qualified accountant in PRC and a senior accountant with a master's degree in business administration. Madam Han served as a Supervisor of the third session of the Supervisory Committee of the Company, the Chief Financial Officer of China Telecom Global Limited, the Deputy Managing Director of Audit Department of both China Telecommunications Corporation and the Company and the Chairperson of the Supervisory Committee of China Communications Services Corporation Limited which is listed on the Main Board of the HKSE. She currently serves as the Managing Director of Audit Department of both China Telecommunications Corporation and the Company, the Managing Director of Capital Operation Department of China Telecommunications Corporation and the Company, the Chairlady of the board of China Telecom Group Investment Co., Ltd. and a Supervisor of China Tower Corporation Limited which is listed on the Main Board of the HKSE. She has extensive experience in operation management and financial management in the telecommunications industry.

#### ZHANG JIANBIN

Age 57, is an Employee Representative Supervisor of the Company. He joined the Supervisory Committee of the Company in October 2012. Mr. Zhang is a senior economist with a LL.M degree and an EMBA degree. He previously worked at the Department of Policy and Regulation of the Ministry of Posts and Telecommunications ("MPT") and the Directorate General of Telecommunications of the MPT. Mr. Zhang is currently the Deputy General Counsel of China Telecommunications Corporation, the Managing Director of the Legal Department (Compliance Management Department) of China Telecommunications Corporation and the Company. Mr. Zhang has extensive experience in corporate legal affairs.

#### DAI BIN

Age 54, is an Employee Representative Supervisor of the Company. He joined the Supervisory Committee of the Company in May 2020. Mr. Dai is a senior economist with an EMBA degree. He served as a Deputy Managing Director of the Office of the Board of Directors of the Company, the Deputy Managing Director of the General Affairs Office (Office of the board of directors and Security Department) of China Telecommunications Corporation and the Vice Chairman of the Labour Union of China Telecommunications Corporation. Mr. Dai serves as the Director of the Party Community Work Department of China Telecommunications Corporation. Mr. Dai has extensive experience in operational management in the telecommunications industry.

## **XU SHIGUANG**

Age 43, is a Shareholder Representative Supervisor of the Company. He joined the Supervisory Committee of the Company in October 2018. Mr. Xu is a member of the Chinese Institute of Certified Public Accountants and a Certified Internal Auditor with a master's degree in management. Mr. Xu served at various positions in internal control and auditing at China Telecommunications Corporation for many years and was the Director of general office of audit department of the Company. Mr. Xu is currently the Deputy General Manager of Inner Mongolia Autonomous Region branch of the Company. Mr. Xu has extensive experience in operation management, auditing and internal control.

## **WANG YIBING**

Age 56, is a Shareholder Representative Supervisor of the Company. She joined the Supervisory Committee of the Company in March 2022. Madam Wang is a senior accountant with a bachelor's degree in economics. She served as the Vice General Manager of Zhejiang Province Xingcai Real Estate Development Company, the General Manager of financial management department and investment management department of Zhejiang Provincial Financial Holdings Co., Ltd., a Director of China Zheshang Bank Co., Ltd. which is listed on the HKSE and the Shanghai Stock Exchange, a Director of Caitong Securities Co., Ltd, Yongan Futures Co., Ltd., Wuchan Zhongda Group Co., Ltd. and Zhejiang China Commodities City Group Co., Ltd., all of which are listed on the Shanghai Stock Exchange, etc.. She currently serves as the Deputy General Manager of Zhejiang Provincial Financial Development Co., Ltd. (one of the shareholders of the Company), a Supervisor of Zhejiang Provincial Financial Holdings Co., Ltd and a Vice President of Council of Zhejiang Financial Holding Enterprises Alliance. Madam Wang has extensive experience in operation management of state-owned enterprises.



**(3) Positions of current and resigned Directors, Supervisors and senior management during the Reporting Period****1. Positions held in shareholder entities**

<b>Name</b>	<b>Name of shareholders</b>	<b>Positions held in shareholders</b>	<b>Commencement date of term</b>	<b>End date of term</b>
Ke Ruiwen	China Telecommunications Corporation	Chairman	2019-04-15	Present
Li Zhengmao (resigned)	China Telecommunications Corporation	Director President	2020-01-27 2020-02-17	2022-07-25 2022-07-25
Shao Guanglu	China Telecommunications Corporation	Director President	2020-01-27 2022-07-25	Present Present
Liu Guiqing	China Telecommunications Corporation	Director Vice President General Counsel	2022-10-01 2017-12-26 2021-11-26	Present 2022-10-01 2023-01-28
Tang Ke	China Telecommunications Corporation	Vice President	2021-06-23	Present
Xia Bing	China Telecommunications Corporation	Vice President	2021-11-09	Present
Li Yinghui	China Telecommunications Corporation	Chief Accountant	2022-02-22	Present
Chen Shengguang	Guangdong Rising Holdings Group Co., Ltd.	Director and General Manager	2016-11	Present
Han Fang	China Telecommunications Corporation	Managing Director of Audit Department Managing Director of Capital Operation Department	2020-07-25 2022-12-29	Present Present
Zhang Jianbin	China Telecommunications Corporation	Deputy General Counsel Managing Director of the Legal Department (Compliance Management Department)	2015-02-06 2021-09-15	Present Present
Dai Bin	China Telecommunications Corporation	Director of the Party Community Work Department Vice Chairman of the Labour Union	2022-09-30 2017-11-27	Present 2022-09-30
You Mingqiang (resigned)	Zhejiang Provincial Financial Development Co., Ltd.	Deputy Director of the Organisation Department (Human Resources Department)	2019-12-13	Present
Wang Yibing	Zhejiang Provincial Financial Development Co., Ltd.	Vice General Manager	2021-01-30	Present

## 2. Positions held in other entities

Name	Name of other entities	Positions held in other entities	Commencement date of term	End date of term
Shao Guanglu	Communications Science and Technology Committee of the Ministry of Industry and Information Technology	Deputy Director	2017-12	Present
Liu Guiqing	China Institute of Communications	Deputy Director General	2018-06	Present
	Global System for Mobile communications Association	Director	2018-09	Present
	China Tower	Non-Executive Director	2022-01-14	Present
	China Comservice	Chairman of the board of directors and Executive Director	2022-06-17	Present
Tang Ke	Internet Society of China	Deputy Director General	2021-11	Present
	Zhongguancun Digital Economic Industry Alliance	Deputy Executive Director General	2021-11	Present
	China Netcasting Services Association	Vice President	2022-01	Present
Xia Bing	China Association of Communication Enterprises	Vice President	2022-07	Present
Li Yinghui	China Association for Public Companies	Vice President	2022-07	Present
Chen Shengguang	Guangdong Rising Holdings Co., Ltd.	Director and General Manager	2016-11	Present
	China Nonferrous Metals Industry Association	Vice President of the Council	2019-04	Present
	Guangdong Nonferrous Metals Industry Association	President	2017-07	Present

## SECTION IV CORPORATE GOVERNANCE REPORT

<b>Name</b>	<b>Name of other entities</b>	<b>Positions held in other entities</b>	<b>Commencement date of term</b>	<b>End date of term</b>
Tse Hau Yin, Aloysius (resigned)	CNOOC Limited	Independent Non-Executive Director	2005-06-08	Present
	Sinofert Holdings Limited	Independent Non-Executive Director	2007-06-28	Present
	SJM Holdings Limited	Independent Non-Executive Director	2007-10-15	Present
	SJM Resorts, Limited	Chairman of the Supervisory Committee	2014-12	Present
	Grand Lisboa Property Investment Company Limited	Chairman of the Supervisory Committee	2014-12	Present
	Sociedade de Desenvolvimento Unido de Macau S.A.R.L.	Chairman of the Supervisory Committee	2014-12	Present
	Pier 16 Property Development Limited.	Chairman of the Supervisory Committee	2014-12	Present
	Cotai Magnific View Property Development Company Limited	Chairman of the Supervisory Committee	2014-12	Present
	China Huarong Asset Management Co., Ltd.	Independent Non-Executive Director	2015-03-23	Present
	CCB International (Holdings) Limited	Independent Non-Executive Director	2013-03-14	2022-12-31
Bacchus Fine Wines (Hubei) Company Limited	Chairman	2010-11-16	Present	
Xu Erming (resigned)	China Enterprise Management Research Association	Vice Chairman	2004-09	Present
Yeung Chi Wai, Jason	Fung Holdings (1937) Limited and its listed companies in Hong Kong	Group Chief Compliance and Risk Management Officer	2015-07-01	Present
	Bank of Communications Co., Ltd.	Independent Non-Executive Director	2016-10-17	2022-06-28
	Enchanted Hills Limited	Director	1997-05-14	Present

## SECTION IV CORPORATE GOVERNANCE REPORT

Name	Name of other entities	Positions held in other entities	Commencement date of term	End date of term
Ng, Kar Ling Johnny	China Petroleum & Chemical Corporation	Independent Non-Executive Director	2018-05-15	Present
	China Vanke Co., Ltd.	Independent Non-Executive Director	2017-06-30	Present
	Metallurgical Corporation of China Ltd.	Independent Non-Executive Director	2020-04-29	Present
	Fangdd Network Group Ltd.	Independent Director	2018-11-01	2022-07-18
Chen Dongqi	Chinese Academy of Social Sciences	Professor and Ph.D. tutor	1994-12	Present
	Sun Yefang Foundation	Executive council member	2021-12	Present
Sui Yixun (resigned)	China Tower	Supervisor	2018-05-03	2022-01-14
Han Fang	China Tower	Supervisor	2022-01-14	Present
	China Telecom Group Investment Co., Ltd.	Chairlady of the board	2022-12-29	Present
Wang Yibing	Zhejiang Provincial Financial Holdings Co., Ltd	Supervisor	2012-08-27	Present
	Zhejiang Financial Holding Enterprises Alliance	Vice President of Council	2022-03-07	Present
Explanation on positions held in other entities	Tse Hau Yin, Aloysius tendered resignation as an independent non-executive director of China Huarong Asset Management Co., Ltd. on 23 March 2021. Such resignation shall take effect after the commencement of term of office of a new independent non-executive director.			

**(4) Remuneration of Directors, Supervisors and senior management**

Decision-making procedures for remuneration of Directors, Supervisors and senior management	Decision-making procedures for remuneration of Directors and senior management: The Remuneration Committee makes recommendations to the Board in respect of the overall remuneration policy and structure for the Company's Directors and senior management and the establishment of a formal and transparent procedure for developing remuneration policy; The Board of Directors determines the remuneration plan for senior management and the remuneration plan for Directors is approved at shareholders' general meetings.  Decision-making procedures for remuneration of Supervisors: Supervisors of the Company do not receive remuneration as Supervisors.
Basis for determining the remuneration of Directors, Supervisors and senior management	In accordance with the administrative requirements of the SASAC, the remuneration is determined based on the Remuneration Plan for Senior Management of the Company and factors such as the duties, responsibilities, experience of the Directors, Supervisors and senior management and the prevailing market conditions.
Actual payment of remuneration of Directors, Supervisors and senior management	For details, please refer to "(1) Changes in shareholding and remuneration of current and resigned Directors, Supervisors and senior management during the Reporting Period" in this section.
Total remuneration actually received by all Directors, Supervisors and senior management as at the end of the Reporting Period	For details, please refer to "(1) Changes in shareholding and remuneration of current and resigned Directors, Supervisors and senior management during the Reporting Period" in this section.

**(5) Changes in Directors, Supervisors and Senior Management of the Company**

<b>Name</b>	<b>Position held</b>	<b>Type of changes</b>	<b>Reason for change</b>
Tang Ke	Executive Director	Elected	Work needs
Sui Yixun	Supervisor	Resigned	Reason of age
Han Fang	Supervisor	Elected	Work needs
You Minqiang	Supervisor	Resigned	Work adjustment
Wang Yibing	Supervisor	Elected	Work needs
Han Fang	Chairlady of the Supervisory Committee	Elected	Work needs
Xia Bing	Executive Vice President	Appointed	Work needs
Li Yinghui	Executive Vice President and Chief Financial Officer	Appointed	Work needs

Name	Position held	Type of changes	Reason for change
Li Zhengmao	Executive Director, President and Chief Operating Officer	Retired	Reason of age
Shao Guanglu	President and Chief Operating Officer	Appointed	Work needs
Li Yinghui	Secretary of the Board	Appointed	Work needs
Xia Bing	Executive Director	Elected	Work needs
Li Yinghui	Executive Director	Elected	Work needs
Tse Hau Yin, Aloysius	Independent Non-Executive Director	Resigned	Served as an Independent Non-Executive Director for more than 6 years
Xu Erming	Independent Non-Executive Director	Resigned	Served as an Independent Non-Executive Director for more than 6 years
Ng, Kar Ling Johnny	Independent Non-Executive Director	Elected	Work needs
Chen Dongqi	Independent Non-Executive Director	Elected	Work needs

## Notes:

1. Mr. Tang Ke was elected as an Executive Director of the Company at the first Extraordinary General Meeting in 2022 held on 22 March 2022.
2. Madam Han Fang and Madam Wang Yibing were elected as Shareholder Representative Supervisors of the Company at the first Extraordinary General Meeting in 2022 held on 22 March 2022. Mr. Sui Yixun and Mr. You Minqiang no longer served as Supervisors of the Company with effect from 22 March 2022.
3. Madam Han Fang was elected as the Chairlady of the Supervisory Committee of the Company at the 12th meeting of the seventh session of the Supervisory Committee held on 29 March 2022.
4. Mr. Xia Bing was appointed as an Executive Vice President of the Company and Mr. Li Yinghui was appointed as an Executive Vice President and the Chief Financial Officer of the Company at the 18th meeting of the seventh session of the Board held on 26 April 2022.
5. Due to his age, Mr. Li Zhengmao has retired from his positions as an Executive Director, the President and Chief Operating Officer of the Company with effect from 12 July 2022.
6. Mr. Shao Guanglu was appointed as the President and Chief Operating Officer of the Company at the 19th meeting of the seventh session of the Board held on 16 August 2022.
7. Mr. Li Yinghui was appointed as the Secretary of the Board of the Company at the 20th meeting of the seventh session of the Board held on 5 September 2022.
8. Mr. Xia Bing and Mr. Li Yinghui were elected as Executive Directors of the Company at the second Extraordinary General Meeting in 2022 held on 6 January 2023.
9. Mr. Ng, Kar Ling Johnny and Mr. Chen Dongqi were elected as Independent Non-Executive Directors of the Company at the second Extraordinary General Meeting in 2022 held on 6 January 2023. Mr. Tse Hau Yin, Aloysius and Mr. Xu Erming no longer served as Independent Non-Executive Directors of the Company with effect from 6 January 2023.



### **(6) Composition of Board of Directors and Board Diversity Policy**

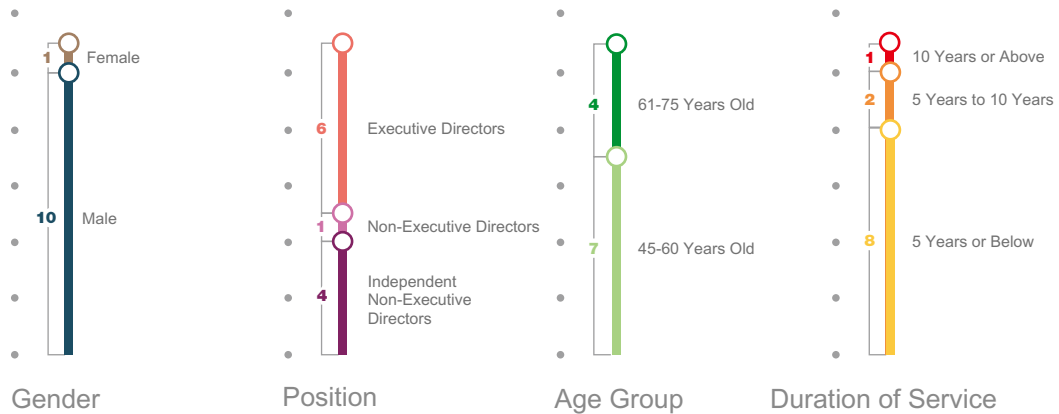
As at 31 December 2022, the Board consisted of 9 Directors with 4 Executive Directors, 1 Non-Executive Director and 4 Independent Non-Executive Directors. There is no relationship (including financial, business, family or other material or relevant relationship) among the Board members. The Audit Committee, Remuneration Committee and Nomination Committee under the Board consist solely of Independent Non-Executive Directors, which ensures that the Committees are able to provide sufficient checks and balances and make independent judgements to protect the interests of the shareholders and the Company as a whole. The number of Independent Non-Executive Directors exceeds one-third of the members of the Board. Mr. Tse Hau Yin, Aloysius who served as the Chairman of the Audit Committee during the Reporting Period, is an internationally renowned financial expert with extensive expertise in accounting and financial management. The Board currently comprises 11 Directors, including 6 Executive Directors, 1 Non-Executive Director and 4 Independent Non-Executive Directors. The term of office for the seventh session of the Board (including the Non-Executive Directors) lasts for 3 years, starting from 26 May 2020 until the day of the Company's Annual General Meeting for the year 2022 to be held in 2023, upon which the eighth session of the Board will be elected.

In August 2013, the Company implemented the Board Diversity Policy. The Company strongly believes that board diversity will contribute significantly to the enhancement of the overall performance of the Company. The Company views board diversity as the

key element for accomplishing its strategic goals and sustainable development. In determining the composition of the Board, the Company takes into account diversity of the Board from a number of perspectives, including but not limited to gender, age, educational background, professional experience, skills, knowledge, duration of service and time commitment, etc. All appointments made or to be made by the Board are merit-based, and candidates are selected based on objective criteria taking full consideration of board diversity. Final decisions are comprehensively made based on each candidate's attributes and the consideration for his/her valuable contributions that can be made to the Board. The Nomination Committee oversees the implementation of Board Diversity Policy, reviews the existing policy as and when appropriate, and recommends proposals for revisions for the Board's approval.

There is currently one female Director on the Board. The Company will continue to be committed to maintaining gender diversity in the composition of the Board. The Board currently comprises experts from diversified professions such as telecommunications, accounting, finance, law, banking, regulatory, compliance, management and economics with diversification in terms of gender, age, duration of service, etc., advancing the enhancement of management standard and the further standardisation of corporate governance practices, which results in a more comprehensive and balanced Board structure and decision-making process. Each Director brings to the Board different views and perspectives. Both the Nomination Committee and the Board believe that the gender, age, educational background, professional experience, skills, knowledge and the duration of service of the Board members are in alignment with the Board Diversity Policy.

The below chart sets out the analysis of the current Board composition:



The Company strictly complies with the Corporate Governance Code to rigorously regulate the operating procedures of the Board and its Committees, and to ensure that the procedures of the Board meetings are in compliance with related rules in terms of organisation, regulations and personnel. The Board responsibly and earnestly supervises the preparation of financial statements for each financial period, so that such financial statements truly and fairly reflect the financial condition, the operating results and cash flows of the Company for such period. In preparing the financial statements for the year ended 31 December 2022, the Directors adopted appropriate accounting policies and made prudent, fair and reasonable judgements and estimates, and prepared the financial statements on a going concern basis.

The Articles of Association clearly defines the respective duties of the Board and the management. The Board is accountable to the shareholders' meetings, and its duties mainly include the execution of resolutions, formulation of major operational decisions, financial proposals and policies, formulation of the Company's basic management system and the appointment of

senior management. The management is responsible for leading the production, operation and management of the Company, the implementation of Board resolutions and the annual operation plans and investment proposals of the Company, formulating the proposal of the Company's internal administrative organisations and suborganisations, and performing other duties as authorised by the Articles of Association and the Board. In order to maintain highly efficient operations, as well as flexibility and swiftness in operational decision-making, the Board may delegate its management and administrative powers to the management when necessary, and shall provide clear guidance regarding such delegation so as to avoid impeding or undermining the capabilities of the Board when exercising its powers as a whole.

The Board formulates and reviews the Company's policies and practices on corporate governance; reviews and monitors the training and continuous professional development of Directors and senior management; reviews and monitors the Company's policies and practices on compliance with legal and regulatory requirements; formulates, reviews and monitors the code of conduct for employees; and reviews the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

### (7) Directors' training and continuous professional development

The Company provides guidelines including on directors' duties, continuing obligations, relevant laws and regulations, operation and business of the Company to newly appointed Directors so that they are provided with tailored induction relating to their appointment. To ensure that the Directors are familiar with the Company's latest operations for decision-making, the Company arranges for key financial data and operational data to be provided to the Directors on a monthly basis. Meanwhile, through regular Board meetings and reports from management, the Directors are able to have clearer understanding of the operations, business strategy, and the latest development of the Company and the industry.

In addition, the Company reminds the Directors of their functions and duties by continuously providing them with information regarding the latest development of the Dual Listing Rules and other applicable regulations, and arranging internal training on topics related to the latest development of the industry and operational focus of the Company for mutual exchange of ideas and discussion. The Directors actively participate in training and continuous professional development to develop and refresh their knowledge and skills in order to contribute to the Company.

During the year, the Directors have participated in training and continuous professional development activities, and the summary is as follows:

Directors	Types of training
<b>Executive Directors</b>	
Ke Ruiwen	A, B
Li Zhengmao*	A, B
Shao Guanglu	A, B
Liu Guiqing	A, B
Tang Ke	A, B
<b>Non-Executive Director</b>	
Chen Shengguang	A, B
<b>Independent Non-Executive Directors</b>	
Tse Hau Yin, Aloysius*	A, B
Xu Erming*	A, B
Wang Hsuehming	A, B
Yeung Chi Wai, Jason	A, B

A: attending relevant seminars and/or conferences and/or forums; or delivering speeches at relevant seminars and/or conferences and/or forums

B: reading or writing relevant newspapers, journals and articles relating to economy, general business, telecommunications, corporate governance or directors' duties

\* Due to his age, Mr. Li Zhengmao has retired from his positions as an Executive Director, the President and Chief Operating Officer of the Company with effect from 12 July 2022.

Mr. Tse Hau Yin, Aloysius and Mr. Xu Erming resigned from their position as Independent Non-Executive Directors of the Company on 16 August 2022 and their resignation took effect on the date of election of new Independent Non-Executive Directors at the shareholders' meeting on 6 January 2023.

### (8) Compliance with the Model Code for Securities Transactions by Directors and Supervisors and confirmation of independence by the Independent Non-Executive Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules to govern securities transactions by the Directors and Supervisors. Based on the written confirmation from the Directors and

Supervisors, the Company's Directors and Supervisors have strictly complied with the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules regarding the requirements in conducting securities transactions for the year 2022. Meanwhile, the Company has received annual independence confirmation from each of the Independent Non-Executive Directors and considered them to be independent.

## 5. BOARD MEETINGS HELD DURING THE REPORTING PERIOD

Session	Date	Resolutions of the Meeting
15th meeting of the seventh session of the Board	2022-02-23	THAT the proposal on the purchase of liabilities insurance for the Company and its Directors, Supervisors and senior management be considered
16th meeting of the seventh session of the Board	2022-03-17	<ol style="list-style-type: none"> <li>1. THAT the proposal on the financial reports of the Company for the year of 2021 prepared in accordance with IFRSs/Chinese Accounting Standard be considered</li> <li>2. THAT the proposal on the profit distribution and dividend declaration plan of the Company for the year of 2021 be considered</li> <li>3. THAT the proposal on the risk management and internal control report of the Company for the year of 2021 be considered</li> <li>4. THAT the proposal on the annual report of the Company for the year of 2021 be considered</li> <li>5. THAT the proposal on the work report of the general manager of the Company for the year of 2021 be considered</li> <li>6. THAT the proposal on the Corporate Social Responsibility Report of the Company for the year of 2021 be considered</li> <li>7. THAT the proposal on the special report on the deposit and actual use of the proceeds raised of the Company for the year of 2021 be considered</li> <li>8. THAT the proposal on the budget of the Company for the year of 2022 be considered</li> <li>9. THAT the proposal on the routine related party transactions and annual caps between the Company and China Tower Corporation Limited for the year of 2022 be considered</li> </ol>

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Session	Date	Resolutions of the Meeting
		<p>10. THAT the Risk Disposal Plan on the related party transactions and 2021 Annual Risk Assessment Report of China Telecom Group Finance Co., Ltd. be considered</p> <p>11. THAT the proposal on the evaluation of external auditor's audit performance in year 2021 and engagement of external auditor for the year of 2022 be considered</p> <p>12. THAT the proposal on the structure and operation review of the Board for the year of 2021 be considered</p> <p>13. THAT the proposal on the convening of 2021 Annual General Meeting be considered</p> <p>14. THAT the proposal on the authorisation of the Board to determine the interim profit distribution of the Company for the year of 2022 be considered</p>
17th meeting of the seventh session of the Board	2022-04-20	THAT the proposal on the 2022 First Quarterly Report be considered
18th meeting of the seventh session of the Board	2022-04-26	THAT the proposal on the appointment of Executive Vice Presidents, Chief Financial Officer and the proposed appointment of Directors of the Company be considered
19th meeting of the seventh session of the Board	2022-08-16	<p>1. THAT the proposal on the interim report of the Company for the year of 2022 be considered</p> <p>2. THAT the proposal on the interim profit distribution and dividend declaration plan of the Company for the year of 2022 be considered</p> <p>3. THAT the proposal on the special half-yearly report on the deposit and actual use of the proceeds raised of the Company for the year of 2022 be considered</p> <p>4. THAT the proposal on the 2022 half-yearly continuous risk assessment report on the related party transactions of China Telecom Group Finance Co., Ltd. be considered</p> <p>5. THAT the report on the progress of the Company's social responsibility work in 2022 be considered</p> <p>6. THAT the proposal on the proposed appointment of Independent Directors of the Company be considered</p> <p>7. THAT the proposal on the appointment of President and Chief Operating Officer of the Company be considered</p>
20th meeting of the seventh session of the Board	2022-09-05	THAT the proposal on the appointment of the Secretary of the Board of the Company be considered

<b>Session</b>	<b>Date</b>	<b>Resolutions of the Meeting</b>
21st meeting of the seventh session of the Board	2022-10-20	<ol style="list-style-type: none"> <li>1. THAT the proposal on the 2022 Third Quarterly Report be considered</li> <li>2. THAT the proposal on the proposed cash management of the use of partial temporary idle proceeds from fund raising be considered</li> <li>3. THAT the proposal on the composition arrangement of special committees of the Board of the Company be considered</li> <li>4. THAT the proposal on the remuneration package of the directors of the Company be considered</li> </ol>
22nd meeting of the seventh session of the Board	2022-12-08	THAT the proposal on convening the second extraordinary general meeting in year 2022 be considered
23rd meeting of the seventh session of the Board	2022-12-12	THAT the proposal on external auditor's audit fees for the year of 2022 be considered
24th meeting of the seventh session of the Board	2022-12-13	THAT the proposal on entering into agreements in relation to related party transactions with China Tower Corporation Limited and expected annual caps for the year of 2023 in respect of such related party transactions be considered
25th meeting of the seventh session of the Board	2022-12-16	<ol style="list-style-type: none"> <li>1. THAT the proposal on postponing convening the second extraordinary general meeting in year 2022 be considered</li> <li>2. THAT the proposal on the formulation and revision of the Company's basic management system be considered</li> </ol>

In 2022, the Company convened 11 Board meetings in total (including on-site meetings and meetings held by communication); the Chairman held a meeting to independently communicate with the Independent Non-Executive Directors without the presence of any other Directors to ensure their opinions can be fully expressed, which further facilitated the exchange of different views within the Board.



## 6. PERFORMANCE OF DUTIES BY DIRECTORS

### Attendance of Directors at Board meetings and general meetings

Name of Director	Whether as an Independent Director	Required attendance during the year	Attendance at Board meetings				Failure to attend two consecutive meetings		Attendance at general meetings Number of general meetings attended
			Attendance in person	Attendance by way of communication	Attendance by proxy*	Absent Times	meetings in person		
Ke Ruiwen	No	11	11	7	0	0	No	1	
Li Zhengmao (resigned)	No	4	4	2	0	0	No	2	
Shao Guanglu	No	11	11	7	0	0	No	2	
Liu Guiqing	No	11	11	7	0	0	No	2	
Tang Ke	No	9	8	6	1	0	No	1	
Chen Shengguang	No	11	10	7	1	0	No	2	
Tse Hau Yin, Aloysius (resigned)	Yes	11	11	7	0	0	No	2	
Xu Erming (resigned)	Yes	11	11	7	0	0	No	2	
Wang Hsuehming	Yes	11	11	7	0	0	No	2	
Yeung Chi Wai, Jason	Yes	11	11	7	0	0	No	2	
Number of Board meetings held during the year				11					
Including: Number of on-site meetings				4					
Number of meetings held by communication				7					
Number of meetings held both on site and by means of communication				0					

\* Certain Directors could not attend some of the Board meetings due to other arrangement. Such Directors have reviewed the relevant Board meeting proposals before the meetings and authorised other Directors in writing to vote on their behalf so as to ensure their views were fully reflected in the meetings.

## 7. SPECIAL COMMITTEES UNDER THE BOARD

### (1) Members of the special committees under the Board as at the end of the Reporting Period

Category of special committees	Name of Members
Audit Committee	Tse Hau Yin, Aloysius (Chairman), Xu Erming, Wang Hsuehming, Yeung Chi Wai, Jason
Remuneration Committee	Xu Erming (Chairman), Tse Hau Yin, Aloysius, Wang Hsuehming
Nomination Committee	Wang Hsuehming (Chairlady), Tse Hau Yin, Aloysius, Xu Erming

### (2) Audit Committee

As at 31 December 2022, the Audit Committee comprised 4 Independent Non-Executive Directors, Mr. Tse Hau Yin, Aloysius as the Chairman and Mr. Xu Erming, Madam Wang Hsuehming and Mr. Yeung Chi Wai, Jason as the members. The Audit Committee currently comprises 4 Independent Non-Executive Directors, Mr. Ng, Kar Ling Johnny as the Chairman and Madam Wang Hsuehming, Mr. Yeung Chi Wai, Jason and Mr. Chen Dongqi as the members. The Audit Committee is responsible to the Board. The Rules of Procedures of the Audit Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Audit Committee. The Audit Committee's principal duties include the supervision of the truthfulness and completeness of the Company's financial statements, the effectiveness and completeness of the Company's internal control and risk management systems as well as the work of the Company's Internal Audit Department. It is also responsible for the supervision and review of the qualifications, selection and appointment, independence and services of external independent auditors. The Audit Committee ensures that the management has discharged its duty to establish and maintain an effective

risk management and internal control system including the adequacy of resources, qualifications and experience of staff fulfilling the accounting, internal control and financial reporting functions of the Company together with the adequacy of the staff's training programmes and the related budget. The Audit Committee also has the authority to set up a reporting system on whistleblowing to receive and handle cases of complaints or complaints made on an anonymous basis regarding the Company's accounting, internal control and audit matters.

In 2022, pursuant to the requirements of the governing laws and regulations of the places of listing and the Rules of Procedures of the Audit Committee, the Audit Committee fully assumed its responsibilities within the scope of the clear mandate from the Board and communicated independently with the external auditors twice a year. The Audit Committee proposed a number of practical and professional recommendations for improvement based on the Company's actual circumstances in order to promote the continuous improvement and perfection of corporate management. The Audit Committee has provided important support to the Board and played a significant role in protecting the interests of the independent shareholders.

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### The Audit Committee convened 7 meetings during the Reporting Period

Date	Agenda of meeting	Important comments and suggestions	Other Performance of Duties
2022-03-16	<ol style="list-style-type: none"> <li>1. To consider the proposal on the financial reports of the Company for the year of 2021 prepared in accordance with IFRSs/Chinese Accounting Standard</li> <li>2. To consider the proposal on the routine related party transactions and annual caps for the year of 2022 between the Company and China Tower Corporation Limited</li> <li>3. To consider the report on the implementation of related party (connected) transactions of the Company for the year of 2021</li> <li>4. To consider the proposal on the risk management and internal control report of the Company for the year of 2021</li> <li>5. To consider the proposal on the annual report of the Company for the year of 2021</li> <li>6. To consider the proposal on the Corporate Social Responsibility Report of the Company for the year of 2021</li> <li>7. To consider the report on the internal audit of the Company in 2021 and the work plan for year 2022</li> <li>8. To consider the proposal on the evaluation of external auditor's audit performance in year 2021 and engagement of external auditor in for the year of 2022</li> <li>9. To consider the duty report of the Audit Committee for the year of 2021</li> </ol>	Nil	Nil
2022-04-20	To consider the proposal on the 2022 First Quarterly Report	Nil	Nil

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Date	Agenda of meeting	Important comments and suggestions	Other Performance of Duties
2022-06-21	<ol style="list-style-type: none"> <li>1. To consider the report on the implementation of related party (connected) transactions of the Company for the first quarter in 2022</li> <li>2. To consider the internal audit report of the Company for the first quarter of 2022</li> <li>3. To consider the review plan of external auditor on the 2022 interim results of the Company</li> </ol>	Nil	Nil
2022-08-15	<ol style="list-style-type: none"> <li>1. To consider the proposal on the interim report of the Company for the year of 2022</li> <li>2. To consider the report on the implementation of related party (connected) transactions of the Company for the first half in year 2022</li> <li>3. To consider the internal audit report of the Company for the second quarter of year 2022</li> <li>4. To consider the report on the progress of the Company's social responsibility work in 2022</li> </ol>	Nil	Nil
2022-10-20	To consider the proposal on the 2022 Third Quarterly Report	Nil	Nil

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<b>Date</b>	<b>Agenda of meeting</b>	<b>Important comments and suggestions</b>	<b>Other Performance of Duties</b>
2022-12-12	<ol style="list-style-type: none"> <li>1. To consider the proposal on report of external auditor's audit work plan for the year of 2022</li> <li>2. To consider the proposal on report of external auditor's preliminary results on internal control assessment for the year of 2022</li> <li>3. To consider the proposal on external auditor's audit fees for the year of 2022</li> <li>4. To consider the proposal on the report of the implementation of related party (connected) transactions for the third quarter in year 2022</li> <li>5. To consider the proposal on the internal audit report for the third quarter of 2022 and the internal audit plan for the year of 2023</li> <li>6. To consider the proposal on the meeting plan of the Audit Committee for the year 2023</li> </ol>	Nil	Nil
2022-12-13	To consider the proposal on entering into agreements in relation to related party transactions with China Tower Corporation Limited and expected annual caps for the year of 2023 in respect of such related party transactions	Nil	Nil

The attendance of each member is as follows:

<b>Name of Members</b>	<b>Actual attendance/Required attendance</b>
Tse Hau Yin, Aloysius	7/7
Xu Erming	7/7
Wang Hsuehming	7/7
Yeung Chi Wai, Jason	7/7

### (3) Remuneration Committee

As at 31 December 2022, the Remuneration Committee comprised 3 Independent Non-Executive Directors, Mr. Xu Erming as the Chairman and Mr. Tse Hau Yin, Aloysius and Madam Wang Hsuehming as the members. The Remuneration Committee currently comprises 3 Independent Non-Executive Directors, Mr. Yeung Chi Wai, Jason as the Chairman and Mr. Ng, Kar Ling Johnny and Madam Wang Hsuehming as the members. The Remuneration Committee is responsible to the Board. The Rules of Procedures of the Remuneration Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Remuneration Committee. The Remuneration Committee assists the Board to formulate overall remuneration policy and structure for

the Company's Directors and senior management, and to establish related procedures that are standardised and transparent. The Remuneration Committee's principal duties include giving recommendations to the Board in respect of the overall remuneration policy and structure for the Company's Directors and senior management and the establishment of a formal and transparent procedure for developing remuneration policy, and determining, with delegated responsibility by the Board, the remuneration packages of individual Executive Directors and senior management including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment). Its responsibilities comply with the requirements of the Corporate Governance Code.

#### The Remuneration Committee convened 1 meeting during the Reporting Period

<b>Date</b>	<b>Agenda of meeting</b>	<b>Important comments and suggestions</b>	<b>Other Performance of Duties</b>
2022-10-20	THAT the resolution in relation to Directors' remuneration proposal be considered.	Nil	Nil

The attendance of each member is as follows:

<b>Name of Members</b>	<b>Actual attendance/Required attendance</b>
Xu Erming	1/1
Tse Hau Yin, Aloysius	1/1
Wang Hsuehming	1/1



### (4) Nomination Committee

As at 31 December 2022, the Nomination Committee comprised 3 Independent Non-Executive Directors, Madam Wang Hsuehming as the Chairlady and Mr. Tse Hau Yin, Aloysius and Mr. Xu Erming as the members. The Nomination Committee currently comprises 3 Independent Non-Executive Directors, Mr. Chen Dongqi as the Chairman and Mr. Ng, Kar Ling Johnny and Mr. Yeung Chi Wai, Jason as the members. The Nomination Committee is responsible to the Board. The Rules of Procedures of the Nomination Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Nomination Committee, and it specifically requires that the Nomination Committee members shall have no significant connection with the

Company, and comply with the regulatory requirements related to “independence”. The Nomination Committee assists the Board to formulate standardised, prudent and transparent procedures for the appointment and succession plans of Directors, and to further optimise the composition of the Board. The principal duties of the Nomination Committee include regularly reviewing the structure, number of members, composition and diversity of the Board; identifying candidates with the appropriate qualifications for the position of Directors and senior management and advising the Board on the same; reviewing the Board Diversity Policy as appropriate to ensure its effectiveness; evaluating the independence of Independent Non-Executive Directors; advising the Board on matters regarding the appointment or re-appointment of Directors and succession plans for the Directors.

**The Nomination Committee convened 3 meetings during the Reporting Period**

<b>Date</b>	<b>Agenda of meeting</b>	<b>Important comments and suggestions</b>	<b>Other Performance of Duties</b>
2022-03-16	THAT the proposal on the structure and operation review of the Board for the year of 2021 be considered	Nil	Nil
2022-04-26	THAT the proposal on the appointment of Executive Vice Presidents, Chief Financial Officer and the proposed appointment of Directors of the Company be considered	Nil	Nil
2022-08-16	1. THAT the proposed appointment of Independent Directors of the Company be considered 2. THAT the proposal on the appointment of the President and Chief Operating Officer be considered	Nil	Nil

The attendance of each member is as follows:

<b>Name of Members</b>	<b>Actual attendance/Required attendance</b>
Wang Hsuehming	3/3
Tse Hau Yin, Aloysius	3/3
Xu Erming	3/3

## 8. DESCRIPTION OF RISKS IDENTIFIED BY THE SUPERVISORY COMMITTEE

The Supervisory Committee had no objection to the matters under supervision during the Reporting Period.

## 9. INFORMATION ON EMPLOYEES AT THE END OF THE REPORTING PERIOD

### (1) Employees

Total number of employees	280,683
Composition of professions	
Categories of professions	Number of professionals
Management, Finance and Administration	49,650
Sales and Marketing	134,426
Operations and Maintenance	74,265
Sci-tech Research and Product Development	22,342
Total	280,683
Education level	
Categories of education level	Number (person)
Doctoral degree	493
Master's degree	30,207
Bachelor's degree	162,695
Vocational school	67,958
High school and below	19,330
Total	280,683

As at the end of the Reporting Period, the percentages of female employees, female managers and female among new employees are 31.68%, 21.30% and 34.77%, respectively. The Company offers equal opportunities to all the applicants in its recruitments without discrimination against ethnicity, race, gender, age, region, marital status or physical condition, adheres to principles of

equal pay for equal work, and provides employees with promotion in their positions. For details, please refer to the CSR Report 2022 of the Company published by the Company on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)).

**(2) Emolument policy**

In accordance with the income distribution principle of enhancing efficiency and promoting fairness, while improving the market-oriented remuneration distribution mechanism with efficiency as the priority, the Company emphasises on protecting and improving the salary income of grassroots front-line employees and ensures that employees can share the benefits of the Company's reform and growth. The Company actively implemented medium and long-term incentives such as equity incentives for listed companies and equity and dividend incentives for state-owned technology enterprises to further stimulate the enthusiasm and creativity of core talents at all levels.

**(3) Training program**

In 2022, the Company attached importance to the development of cadres and professional talent team. According to the high quality and professionalised requirements, the Company organised various special education training courses for leaders and cadres; Serving the transformation of the workforce, the Company organised a series of trainings for high-level professionals in key areas; In reliance on the online university learning platform, the Company held the "Cloudification and Digital Transformation" lectures, talk series on the road to transformation and online training courses for various professions; Focusing on cloud business and Industrial Digitalisation development, the Company adopted the methods of theory+practice and training+certification to launch the Overall Cloud team empowerment, thus facilitating high quality development of the Company.

**10. PROPOSAL FOR PROFIT DISTRIBUTION OR CONVERSION OF CAPITAL RESERVE****(1) Formulation, implementation or adjustment of cash dividend policy**

Pursuant to the Articles of Association, under the premise that the Company's profit distribution does not exceed the cumulative distributable profit and that the Company takes into account the continuous profits, meeting regulatory requirements, operating normally and development in the long term, the Company will give priority to cash distribution of dividends. If the Company has no events such as major investment plans or significant cash expenditures, and the Company's risk control indicators can meet regulatory requirements and the normal operating capital requirements of the Company can be satisfied after the distribution of cash dividends, within any three consecutive years, the cumulative profit distributed by the Company in cash shall be no less than 30% of the annual average distributable profit realised in such three years.

Pursuant to the previous decision of the Board, within three years after the A Share Offering and Listing, the profit to be distributed by the Company in cash for each year will gradually increase to 70% or above of the profit attributable to equity holders of the Company for that year. After fully considering the Company's cash flow level, the cash return to shareholders, etc., the Board of Directors proposed a final dividend of RMB0.076 per share (pre-tax) in an aggregate amount of RMB6,955 million calculated based on 91,507 million shares, being

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the total number of issued share capital of the Company as at the end of 2022. The dividend distribution is derived from net profit realised in the current period. Together with the 2022 interim dividend of RMB0.120 per share (pre-tax) which has been distributed, the full-year dividend of 2022 amounts to RMB0.196 per share (pre-tax) in an aggregate amount of RMB17,935 million which represents 65% of the profit attributable to equity holders of the Company for the year 2022. In case of any

change in the total number of issued share capital of the Company before the record date for the implementation of the dividend distribution, the total distribution amount will remain unchanged, and the distribution amount per share will be adjusted accordingly.

The profit distribution plan will be submitted to the Annual General Meeting of the Company for the year 2022 for consideration and approval.

### (2) Specific description of cash dividend policy

Compliance with the Articles of Association or the resolutions of the general meeting	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Clear and definite standards and proportion of dividend distribution	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Complete decision-making procedures and mechanisms	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Independent Directors fulfilled their duties and played their role	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Minority shareholders have the opportunity to fully express their opinions and appeals, and their legitimate rights and interests have been fully protected	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

### (3) Profit distribution and conversion of capital reserve into share capital during the Reporting Period

Unit: Yuan Currency: RMB

Number of bonus shares for every 10 shares (share)	0
Dividend per 10 shares (RMB) (pre-tax)	1.96
Number of shares converted for every 10 shares (share)	0
Amount of cash dividend (pre-tax)	17,935,399,185
Profit attributable to shareholders of the Company in the consolidated financial statements for the year of dividend distribution	27,593,420,934
Percentage of profit attributable to shareholders of the Company in the consolidated financial statements (%)	65%
Amount of shares repurchased in cash included in cash dividend	0
Total amount of dividend (pre-tax)	17,935,399,185
Percentage of total dividend to profit attributable to shareholders of the Company in the consolidated financial statements (%)	65%

## 11. EQUITY INCENTIVE PLAN, EMPLOYEE STOCK OWNERSHIP PLAN OR OTHER EMPLOYEE INCENTIVE MEASURES OF THE COMPANY AND THEIR IMPLICATIONS

### (1) Share appreciation rights

The Company implemented two phases of share appreciation rights scheme in 2018 and 2021, respectively, to provide mid- to long-term incentives for key personnel (excluding the Executive Directors, Non-Executive Directors, Independent Directors, Supervisors and senior management of the Company). As approved by the Board, according to the 2021 Share Appreciation Rights Proposal, the Company granted a total of approximately 2,402 million H share appreciation rights to 7,908 key personnel of the Company with an exercise price of HK\$2.686.

Firstly, share appreciation rights are distributed based on contribution, adhering to the value-oriented principle and tilting towards units with remarkable high-quality development. Secondly, share appreciation rights are distributed based on potential, which adheres to the development orientation and tilts to the key areas of “Cloudification and Digital Transformation” and high-end and high-quality talents. Thirdly, share appreciation rights

are granted based on performances. The Company adheres to the performance-oriented principle and closely links the number of rights exercised with the Company’s performance and employees’ individual performance, and imposes penalties for failure to achieve performance targets.

The scheme does not involve the grant of shares or other securities of the Company or any of its principal subsidiaries (including the grant of options for the purchase of any of such shares or securities) and therefore, it does not fall within the scope of, and is not subject to, the requirements under Chapter 17 of the Listing Rules. Further details of the share appreciation scheme are set out in note 46 of the audited consolidated financial statements.

### (2) Establishment and implementation of the appraisal mechanism and incentive mechanism for senior management during the Reporting Period

During the Reporting Period, the incentives of senior management were closely linked to the overall operating results of the Company. The senior management are evaluated for work performance within their scope of duties, focusing on the financial performance, customer and market performance, compliance and risk control, completion of annual key tasks and cadre training in their areas of responsibilities.

### **12. ESTABLISHMENT AND IMPLEMENTATION OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM DURING THE REPORTING PERIOD**

The Board attaches great importance to the establishment and perfection of the risk management and internal control systems. The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems, and the Board acknowledges that it is responsible for the risk management and internal control systems and for reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatements or losses. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board takes effective approaches to supervise the implementation of related control measures, whilst enhancing operation efficiency and effectiveness, and optimising corporate governance, risk assessment, risk management and internal control so that the Company can achieve long-term development goals.

The risk management and internal control systems of the Company is built on clear organisational structure and management duties, an effective delegation and accountability system, definite targets, policies and procedures, comprehensive risk assessment and management, a sound financial accounting system, and continuing analysis and supervision of operational performance, etc. which plays a pivotal role in the

Company's overall operation. The Company has formulated a code of conduct for the senior management and employees which ensures their ethical value and competency. The Company attaches great importance to the prevention of fraud and has formulated its internal reporting system, which encourages anonymous reporting of situations where employees, especially Directors and senior management, breach the rules.

The internal control management system of the Company mainly includes internal control manual, implementation guidance, list of authority and relevant systems and measures. The Company continuously revises and improves the internal control system according to the changes in the internal control environment and the needs of business development. In accordance with the internal control management system of the Company and based on the management needs of the Company, each subsidiary has refined and improved its internal control manual, forming a complete, comprehensive and effective internal control system.

The Company views risk management as an important task within the Company's daily operation. Pursuant to regulatory requirements in capital markets where the shares of the Company are listed, the Company has achieved closed-loop management of risk identification, risk assessment, key risk analysis, risk response and tracking and monitoring of risk management based on risk management theory. In continuously strengthening the risk process control and management and focusing on significant risk which may be encountered, the Company follows, monitors and reports the status of risk management and control regularly to ensure risks are manageable and controllable. Following the efforts made over the years, the Company has established a structured and highly effective comprehensive risk management system and has gradually perfected its comprehensive risk monitoring and prevention mechanism.

In 2022, pursuant to the requirement of code provision D2 of the Corporate Governance Code promulgated by the Stock Exchange, the Company concentrated resources on the prevention of significant potential risks, and strived to reduce negative effect from significant risks. The Company was not confronted by any major risk event throughout the whole year.

The Company has identified, assessed and analysed potential major risks faced by the Company in 2023, including areas of economic and policy environment adaptation, business operation, network and information security and international operation etc., determined major risk points and put forward detailed response plans. For details of the major risks that the Company may face and the response measures thereof, please refer to the section headed “Management’s Discussion and Analysis (Report of the Directors)” in this annual report. Through strict and appropriate risk management procedures, the Company will ensure the potential impact from the above risks on the Company is limited and within an expected range.

The Company highly values the compliance with the laws and regulations of the PRC as well as the places of listing of the Company and where the Company’s business operations are located, strictly complies with all laws and regulations and timely and proactively incorporates the laws and regulations into the Company’s rules and regulations to protect the Company’s legitimate business management, maintain the Company’s legitimate rights and interests and support the Company to achieve long-term healthy development target. Please refer to the section headed “Management’s Discussion and Analysis (Report of the Directors)” of this annual report for the newly published policies, laws and regulations relating to the industry in which the Company operated during the Reporting Period.

Since 2003, the Company has formulated manuals, implementation rules and related rules in relation to internal control, and has developed the Policies on Internal Control Management and Internal Control Accountability Management to ensure the effective implementation of the above systems. The Company has all along continuously revised and improved the manuals and implementation rules in view of the ever changing internal and external operation environment as well as the requirements of business development over the years. While continuing to improve the internal control related policies, the Company has also been strengthening its IT internal control capabilities, which has improved the efficiency and effectiveness of internal control and enhanced the safety of the Company’s information system so that the integrity, timeliness and reliability of data and information are maintained. At the same time, the Company attaches great importance to the control and monitoring of network information safety. The Company persistently optimises the relevant rules and guidances, further defines the responsible entities and regularly commences the inspection of network safety and information safety in order to promote the enhancement of the awareness of network information safety and relevant skills and knowledge.

The Company attaches great importance to the construction of internal control system. In 2022, in consideration of the needs from various aspects including external regulatory environment, internal regulatory requirements and business development, the Company revised the internal control evaluation method, internal control manual, authority list and implementation details during the year. The Company added the DICT business management process to optimise the government-



enterprise business process, procurement management process, reward point business process, budget management and financial analysis business process, etc. The Company has built an enhanced comprehensive internal control system.

The Internal Audit Department plays a vital role in supporting the Board, the management and the risk management and internal control systems. The functions of the Internal Audit Department are independent of the Company's business operations, complementary with the functions of the external auditors and plays an important role in the monitoring of the Company's internal management. The Internal Audit Department is responsible for internal control assessment of the Company, and provides reasonable assurance to the Audit Committee and the Board that the risk management and internal control systems are maintained and operated by the management in compliance with agreed processes and standards. The Internal Audit Department regularly reports the internal audit results to the Audit Committee on a quarterly basis, and reports the internal audit results to the Board through the Audit Committee.

### Annual evaluation of risk management and internal control systems

The Company has been continuously improving the risk management and internal control systems to meet the regulatory requirements of the places where the Company's shares are listed and strengthening its internal control while guarding against operational risk.

With Specific Standards for Internal Audit No. 2201 issued by the China Institute of Internal Audit as guidance, the Company's internal control assessment system is composed of the self-assessment conducted by the persons responsible for internal control together with the independent assessment conducted by the Internal Audit Department. In order to evaluate the nature of internal control deficiencies, reach a conclusion as to

the effectiveness of the internal control system and rectify any deficiencies found during the assessment, the Company mainly adopts the following 4 major steps of assessment: (1) analyse and identify areas which require assessment, (2) assess the effectiveness of the design of internal control, (3) assess the operating effectiveness of internal control, (4) analyse the impact of deficiencies in internal control. By formulating "Measures for the Internal Control Assessment", "Manual for the Self Assessment of Internal Control", "Manual for the Independent Assessment of Internal Control" and other systems, the Company has ensured the assessment procedures are standardised. In 2022, the Company's Internal Audit Department initiated and coordinated the assessment of internal control all over the Company, and reported the results to the Audit Committee and the Board. In response to the problems identified in the audit and evaluation, the Company carried out the rectification responsibility one by one, which effectively controlled and prevented risk and provided a strong guarantee for the healthy development of the Company.

In 2022, in terms of internal control self-assessment, the Company continued to insist on 100% coverage of all units (including the newly incorporated professional companies). Through internal control self-assessment, the Company continued to encourage management at all levels to consolidate the responsibility of self-assessment, and incorporated the internal control self-assessment into the examination, reward and punishment system of each unit, further increasing the quality of internal control self-assessment; By optimising the self-assessment programme, the Company pivoted on the major decisions and deployments of the state and the "Cloudification and Digital Transformation" strategy of the Company, with focuses on the major risks, key areas, important processes and management weaknesses, further highlighting the essence and focuses of the self-assessment; The Company innovated the self-assessment methods and launched a company-wide internal control self-assessment labour competition

to stimulate employees' enthusiasm and creativity in self-assessment as well as promote departmental synergy and business-finance linkage; The Company strengthened the application of information technology, and enhanced its ability to assess and detect significant risks by means of systematic modeling and risk profiling, thus improving the efficiency and effectiveness of self-assessment; In order to strengthen the rectification of problems, the Company carried out self-assessment on the problems found in the rectification and "looked back" to establish a mechanism for checking and cleaning up problems, thus further strengthening the closed-loop management and consolidating the achievements of self-assessment.

In 2022, the Company carried out independent assessment of internal control for its 5 subordinate units and achieved three-year full coverage of independent assessment of internal control for all subordinate units. During the year, the independent assessment of internal control continued to strengthen the tracking, analysis and judgment of changes in the internal and external environment of the enterprise development, and focused on the selection of evaluation units and contents. Firstly, the Company carried out an audit combining responsibility and internal control. On the basis of identifying the problems, the causes of problems were analyzed in depth from the perspective of internal control, which helped the auditees to strengthen governance at the sources, so that multiple outcomes from first audit and multiple functions from a single outcome could be achieved, which in turn improved the audit effectiveness; Secondly, the Company strengthened the guidance, supervision and inspection of independent assessment on self-assessment, so as to conduct independent assessment on self-assessment and prevent self-assessment from "going through over leniency", thus improving the overall efficiency and effectiveness of internal control assessment; Thirdly,

the Company focused on joint defence and control. By means of special audit and internal control investigation, the Company strengthened audit supervision on key units and key areas such as emerging businesses and financial-related businesses in order to prevent and resolve major risks; Fourthly, the Company attached great importance to the rectification of problems and analyzed their causes in depth, implemented rectification by analogy and addressed both the symptoms and root causes of the problems, so as to enhance corporate's self-examination and self-recovery abilities and support high-quality development of the Company.

Furthermore, the Company organised the risk management and internal control assessment team and other relevant departments to closely coordinate with the external auditors' audit of internal control over financial reporting. The internal control audit performed by the external auditor covered the Company and all of its subsidiaries as well as the key processes and control points in relation to material financial statements items. The external auditors regularly communicated with the management in respect of the audit results.

The Company attaches great importance to rectifying internal control deficiencies. In response to the defects and problems found in the internal and external audit, the Company consolidated its rectification responsibilities, strengthened governance at the sources and implemented long-term rectification by analogy. By supervising and inspecting the rectification in a timely manner, the Company ensured the effectiveness of rectification through various means and strengthened closed-loop management. The internal control deficiencies and issues identified by the Company during the year have been basically rectified and passed the year-end attestation undertaken by the external auditors.

The Board oversees the Company's risk management and internal control systems on an on-going basis and the Board, through the Audit Committee, conducted an annual review of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 December 2022, which covered all material areas including financial controls, operational controls and compliance controls, as well as its risk management functions. After receiving the reports from the Internal Audit Department and other relevant department and the confirmation from the management to the Board on the effectiveness of the Company's risk management and internal control systems (including Environmental, Social and Governance risk management and internal control systems), the Board is of the view that these systems are solid, well established, effective and sufficient. The annual review also confirms the adequacy of resources relating to the Company's accounting, internal control and financial reporting functions and Environmental, Social and Governance performance and reporting, the sufficiency of the qualifications and experience of staff, together with the adequacy of the staff's training programmes and the relevant budget.

### **13. MANAGEMENT CONTROL OVER SUBSIDIARIES DURING THE REPORTING PERIOD**

In order to make every effort to build a more mature and established modern enterprise system with Chinese characteristics and promote the modernisation of governance system and capability, China Telecom issued a series of system documents related to the promotion and improvement of modern enterprise system with Chinese characteristics to guide subsidiaries at all levels to standardise and strengthen corporate governance. Firstly, the Company strengthened the construction of the corporate fundamental system of the Articles of Association of the subsidiaries, improved the basic internal regulations, enhanced the internal system, and promoted all governance bodies to perform their duties in accordance with their Articles of Association and systems in decision-making, implementation, supervision

and other aspects, leading to the better transformation and integration of system construction and governance efficiency. Secondly, the Company strengthened the establishment of the board of directors of subsidiaries with terms of reference to promote the fulfillment of the requirements to strengthen the construction of the board of directors, standardise the operation of the board of directors, reasonably determine the size of the board of directors, scientifically allocate directors, achieve the majority of external directors and implement the terms of reference of the board of directors. Thirdly, the Company strengthened the delegation of authority, streamlined decision-making procedures and improved the quality of decision-making. The Company encouraged the subsidiaries to improve the working system of each governance body, established a management system authorised by the board of directors to the management in accordance with practices and strengthened the management before, during and after the events, so as to promote each subsidiary to become a more independent market operation entity.

### **14. EXPLANATION ON THE AUDIT REPORT ON INTERNAL CONTROL**

PricewaterhouseCoopers Zhong Tian LLP engaged by the Company has issued an audit opinion on the effectiveness of the Company's internal control over financial reporting and issued the Internal Control Audit Report, and is of the view that the Company has maintained effective internal control over financial reporting in all material aspects in accordance with the Basic Standards for Enterprise Internal Control and relevant regulations as at 31 December 2022. There was no disagreement between the 2022 Internal Control Assessment Report of China Telecom Corporation Limited disclosed by the Company and the Internal Control Audit Report.

For details of the above reports, please refer to the relevant documents disclosed by the Company on the websites of the SSE ([www.sse.com.cn](http://www.sse.com.cn)) and the Company ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)).

## 15. DIRECTOR NOMINATION POLICY AND PROCEDURES

The Company will identify suitable Director candidates through multiple channels such as internal recruitment and recruiting from the labour market. The criteria of identifying candidates include but not limited to their gender, age, educational background, professional experience, skills, knowledge and length of service and capability to commit to the affairs of the Company and, in the case of Independent Non-Executive Director, the candidates should fulfill the independence requirements set out in the Dual Listing Rules from time to time. After the Nomination Committee and the Board have reviewed and resolved to appoint the appropriate candidate, the relevant proposal will be put forward in writing to the shareholders' meeting for approval.

Directors shall be elected at shareholders' general meeting for a term of three years. At the expiry of a director's term, the director may stand for re-election and reappointment for a further term. However, independent directors shall not serve for more than six consecutive years. Pursuant to the Articles of Association, before the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee or shareholders, individually or jointly, holding 3% or more of the total voting shares of the Company shall have the right to propose new motions (such as election of directors) in writing, and the Company shall place such proposed motions on the agenda for such general

meeting if they are matters falling within the functions and powers of shareholders in general meetings. Pursuant to the Articles of Association, shareholders can also request to convene an extraordinary general meeting. Shareholder(s) individually or collectively holding 10% or more of the Company's issued and outstanding voting shares may sign a written proposal requesting the board of directors to convene an extraordinary general meeting. If the board of directors decides to convene an extraordinary general meeting, a notice to convene such meeting shall be issued within five days after the resolution to convene an extraordinary general meeting is adopted by the board of directors. The Company shall convene an extraordinary general meeting for election of directors within two months. The minimum period during which written notice given to the Company of the intention to propose a person for election as a director, and during which written notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days. Such period will commence no earlier than the day after the despatch of the notice of the meeting for the purpose of considering such election and shall end no later than 7 days prior to the date of such meeting. An ordinary resolution for election of directors must be passed by votes representing half or more of the voting rights represented by the shareholders (including proxies) present at the meeting.

## 16. SUPERVISORY COMMITTEE

As at 31 December 2022, the Company's Supervisory Committee comprised 5 Supervisors, including 2 Employee Representative Supervisors. The principal duties of the Supervisory Committee include supervising, in accordance with the law, the Company's financials and performance of its Directors, managers and other senior management so as to prevent them from abusing

their powers. The Supervisory Committee is a standing supervisory organisation within the Company, which is accountable to and reports to all shareholders. The Supervisory Committee convened 6 meetings in 2022. The term of office for the seventh session of the Supervisory Committee lasts for 3 years, starting from 26 May 2020 until the day of the Annual General Meeting for the year 2022 to be held in year 2023, upon which the eighth session of the Supervisory Committee will be elected.

### Number of Supervisory Committee Meetings Attended/Required Attendance in 2022

Supervisors	Number of Meetings Attended/Required Attendance
Han Fang (Chairlady of the Supervisory Committee and Shareholder Representative Supervisor)	5/5
Zhang Jianbin (Employee Representative Supervisor)	6/6
Dai Bin (Employee Representative Supervisor)	6/6
Xu Shiguang (Shareholder Representative Supervisor)	6/6
Wang Yibing (Shareholder Representative Supervisor)	5/5
Sui Yixun (Chairman of the Supervisory Committee and Shareholder Representative Supervisor)*	1/1
You Minqiang (Shareholder Representative Supervisor)*	1/1

\* On 17 December 2021, Mr. Sui Yixun and Mr. You Minqiang resigned from their position as a Supervisor due to reason of age and change in work arrangement, respectively, and their resignation took effect on the date of election of the new Supervisors at the extraordinary general meeting of the Company held on 22 March 2022.

## 17. EXTERNAL AUDITORS

The Company's external auditors are PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP. A breakdown of the remuneration received by the external auditors for audit and non-audit services provided to the Company for the year ended 31 December 2022 is as follows:

<b>Service item</b>	<b>Fee (excluding value-added tax)</b> (RMB million)
Audit services	59
Non-audit services (mainly tax and other advisory services)	6
Total	65

The Directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The Directors were not aware of any material uncertainties relating to any events or conditions which may cast a serious impact upon the Group's ability to continue as a going concern. The statements by the external auditors of the Company, PricewaterhouseCoopers, regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 179 to 184 of this annual report.

The term of appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP, the international and domestic auditors for the year 2020, expired on the date of the Annual General Meeting for the year 2020 (7 May 2021). The appointments of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the external auditors of the Company for the year of 2021 and the external auditors of the Company for the year of 2022 were respectively approved at the Annual General Meeting for the year of 2020 and the Annual General Meeting for the year of 2021. The Audit Committee and the Board of the Company had agreed on the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the external auditors of the Company for the year of 2023 and would propose the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP at the Annual General Meeting for the year of 2022 of the Company for consideration.



## 18. INVESTOR RELATIONS AND TRANSPARENT INFORMATION DISCLOSURE MECHANISM

The Company established an Investor Relations Department which is responsible for providing shareholders and investors with the necessary information, data and services. It also maintains proactive communications with shareholders, investors and other capital market participants so as to allow them to timely and fully understand the operation and development of the Company. In 2022, the Company formulated and published rules and measures such as the *Administrative Measures of Investor Relations of China Telecom Corporation Limited* to further strengthen relevant work. The Company's management presents the annual results and interim results every year. Through various activities such as analyst meetings, press conferences, global investor telephone conferences and investors road shows, management provides the capital market and media with important information and responds to key questions which are of prime concerns to the investors. This has helped to reinforce the understanding of the

Company's business and the overall development of the telecommunications industry in China. Since 2004, the Company has been holding the Annual General Meeting in Hong Kong. After the completion of A-share listing in 2021, Annual General Meeting was held in both Beijing and Hong Kong physically starting from 2022, with the two venues being connected through video conferencing system. This provided convenience and encouraged its shareholders from both the mainland and Hong Kong, especially the retail shareholders, to actively participate in the Annual General Meeting and promote direct and two-way communications between the Board and shareholders. Due to the COVID-19 Epidemic and relevant travel restrictions in 2022, management attended the results announcement briefings and communicated with investors and the media through online and video conferencing. To strengthen communications with investors and shareholders, the Company set up a dedicated investor relations enquiry line, for the purpose of providing a direct channel to address enquiries from investors. This allows the Company to better serve its shareholders and investors.



Management held results announcement meetings and communicated with investors and media through conference call in Beijing due to the Epidemic

In addition, the Investor Relations Department of the Company closely follows the development of the capital market and timely reflects the latest information of the capital market as well as investors' views, suggestions and feedback to management through regular and ad-hoc reports, with an aim to promote two-way communications between the Company and the capital market. In 2022, apart from regular reports such as "China Telecom Weekly Analysis Report of the Capital Market" and the capital market commentaries on the Company's results announcements, Investor Relations Department also prepared thematic reports on a variety of topics such as "corporate governance disclosure", "investor relations" and etc., which helped the management to have a better understanding of the expectations and suggestions from the capital market and enhance interaction with the capital market.

After the successful completion of A-share listing in 2021, the Company further strengthened communications with the capital market, especially domestic investors, through various channels and means. In 2022, the Company launched "China Telecom Investor Relations" official WeChat account. Through this platform, investors can browse important information about the Company such as announcements and press releases more timely and conveniently. In addition, the Company released

"results-at-a-glance" for the first time during its results announcements, to allow investors to learn about results highlights in one single picture. The Company also provided live webcast of results briefing for the first time, and answered to investors' questions in real time on the "e-Interaction" section of SSE. The above measures strengthened the Company's information disclosure from different channels and with different means, which effectively promoted investors' understanding of the Company and the communications between the Company and the capital market.

With an aim of strengthening communications with the capital market and enhancing transparency of information disclosure, the Company has provided quarterly disclosure of revenue, operating expenses, EBITDA, net profit figures and other key operational data, and monthly announcements of the number of access lines in service, mobile and wireline broadband subscribers. The Company attaches great importance to maintaining daily communication with shareholders, investors and analysts. In 2022, in view of the travel restriction brought by the COVID-19 Epidemic, the Company proactively participated in a number of investor conferences held by a number of major international investment banks and domestic securities firms around the globe both in person and through online meetings, which facilitated communications with institutional investors.





## SECTION IV CORPORATE GOVERNANCE REPORT

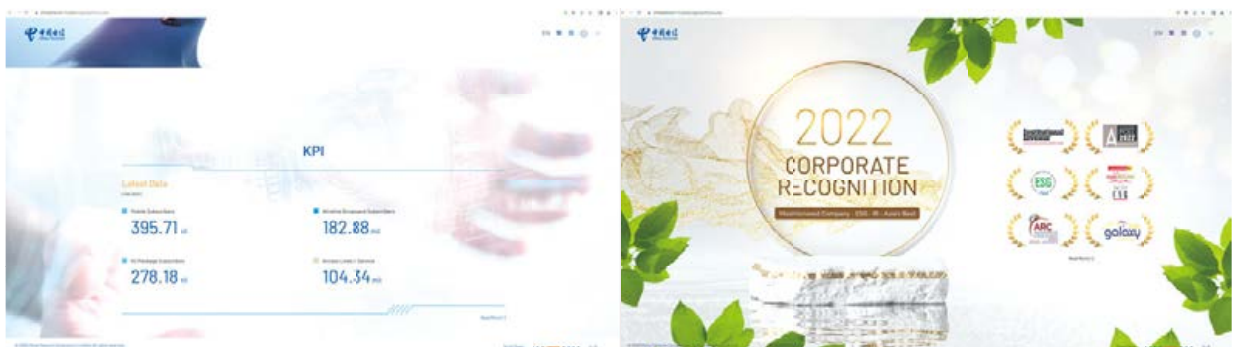
In 2022, the Company attended the following investor conferences held by major international investment banks and domestic securities firms:

<b>Date</b>	<b>Name of Conference</b>
January 2022	ICBCI Corporate Pre-blackout NDR 2022
January 2022	UBS Greater China Conference 2022
January 2022	Guosheng Securities Capital Market Summit 2022
March 2022	25th Credit Suisse Asian Investment Conference
May 2022	Nomura Virtual Greater China TMT Corporate Day 2022
May 2022	9th Credit Suisse China A-shares Conference
May 2022	HSBC 9th Annual China Conference
May 2022	CICC Digital Economy Online Strategy Conference
May 2022	CITIC Securities Technology Theme Online Strategy Conference
June 2022	CITIC Securities Capital Market Forum 2022
June 2022	Haitong Securities Mid-year Investment Strategy Conference 2022
June 2022	Guotai Junan Mid-year Strategy Conference 2022
June 2022	China Securities Mid-year Capital Market Summit 2022
June 2022	Nomura Investment Forum Asia 2022
August 2022	Nomura Virtual China Investor Forum 2022
August 2022	UBS Tech Week: TMI and Digital Assets Conference 2022
September 2022	Jefferies Asia Forum 2022
September 2022	23rd Credit Suisse Asian Technology Conference
September 2022	CLSA 29th Investors' Forum
November 2022	13th Credit Suisse China Investment Conference
November 2022	Citi China Investor Conference 2022
November 2022	Daiwa Investment Conference Hong Kong 2022
November 2022	2022 CICC Investment Forum
December 2022	Everbright Securities Annual Online Investment Strategy Conference 2023

The Company's investor relations website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)) not only serves as an important channel for the Company to disseminate press releases and corporate information to investors, media and the capital market, but also plays a significant role in the Company's valuation and its compliance with regulatory requirements for information disclosure. The Company launched a responsive website with the latest technology, which allows automatic adjustment to fit for different screen resolution and user interface, assuring the best browsing experience of website content with desktop computers, laptops or mobile devices. This allows investors, shareholders, reporters and the general public to browse the latest information on the Company's website with any device more easily and promptly anytime anywhere. The Company's website is equipped with a number of useful functions including interactive stock quote, interactive KPI, interactive FAQs, auto email alerts of investors activities, downloading to excel, RSS Feeds, self-selected items in investors briefcase, html version annual report, financial highlights, investor toolbar, historical stock quote, adding investor events to calendars, content sharing to social media, etc. The Company's website has recently introduced the push notification function, which pushes important content update to terminals including desktop computers, laptops and mobile devices through browsers, timely informing website users of the Company's latest news. In addition to setting up a dedicated investor relations enquiry line, a specialised appointment function to schedule a meeting with investor relations professionals was also launched on the Company's website, to promote direct and close communication between the Company and investors, as well as to increase transparency.

The Company also strives to enhance the disclosure quality and format of annual report. The Company further enhanced the transparency of disclosure in environmental, social and governance areas, by following the guidelines of *Environmental, Social and Governance Reporting Guide*, Appendix 27 of the Listing Rules as well as other relevant regulatory requirements of its places of listing, to report the Company's achievements and key performance indicators on environmental protection. For details, please refer to the CSR Report 2022 which is published on HKEx website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)). Relevant indicators and data were analysed and assessed by independent third party to ensure compliance with relevant requirements.

The Company also actively seeks recommendations on how to improve the Company's annual report from shareholders through survey, and prepared and distributed the annual report in a more environmentally-friendly and cost-saving manner according to the recommendations received. Shareholders can ascertain their choice of receiving the annual reports and communications by electronic means, or receiving printed version in English and/or Chinese. The Company clearly and precisely delivered the messages about its strategies and goals in its 2021 Annual Report "A New Milestone", so that shareholders and investors can easily understand the Company's development directions and focus. The print and online versions of the 2021 Annual Report won a number of top accolades in international competitions, including receiving 3 gold awards in total in this year's "Galaxy Awards", while the online annual report further claimed a grand award, achieving



outstanding award-winning results. In addition, the 2021 annual report received two gold awards in this year's "International ARC Awards" while also won in total four platinum and six gold awards, and ranked No.10 of "Top 100 Reports Worldwide" in "LACP Vision Awards". The 2021 annual report also won two gold awards in this year's "W3 Awards". The above prestigious accolades won by China Telecom reflect the market's recognition and commendation of the Company's tireless pursuit of excellence and globally leading outstanding performance in areas such as corporate governance, as well as disclosure of important information and development strategy of the Company through both conventional and digital channels.

The Company has always maintained a sound and effective information disclosure mechanism while keeping highly transparent communications with media, analysts and investors. Meanwhile, we attach great importance to the handling of inside information and have formulated rules on information disclosures and guidelines on inside information which encompass (including but not limited to) disclosure of sensitive information and rules on confidential information, identifying the scope of inside information, procedure and management guidelines on handling inside information. In general, the authorised speakers only clarify and explain on information that is available on the market, and avoid providing or divulging any unpublished inside information either as an individual or as a team. Before conducting any external interview, if the authorised speaker has any doubt about the information to be disclosed, he/she would seek verification from the relevant person or the person-in-charge of the relevant department, so as to determine if such information is accurate. In addition, discussions on the Company's key financial data or other financial indicators are avoided during the blackout periods.

The Company formulated "Shareholders Communication Policy of China Telecom Corporation Limited" which is available on the Company's website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)). The Company conducted review of the implementation of such shareholders communication policy during the Reporting Period and confirmed its effectiveness.

### 19. SHAREHOLDERS' RIGHTS

#### Procedures for convening of an extraordinary general meeting or a class meeting

According to the Articles of Association, shareholders who request for the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures:

- (1) Shareholders who individually or jointly hold more than 10% of the Company's issued and outstanding shares with voting rights (the "Requesting Shareholders") may sign a written proposal requesting the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall reply in writing agreeing or disagreeing to convene an extraordinary general meeting or a class meeting within ten days upon receipt of such proposal in accordance with laws, regulations and the Articles of Association.
- (2) If the board of directors decides to convene an extraordinary general meeting or a class meeting, a notice to convene such meeting shall be issued within five days after the resolution is adopted by the board of directors. Any changes to the original proposal in the notice require the consent of the Requesting Shareholders.

- (3) If the board of directors decides not to convene an extraordinary general meeting or a class meeting or does not reply within ten days upon receipt of such request, the Requesting Shareholders have the right to propose to the Supervisory Committee to convene an extraordinary general meeting or a class meeting by way of written request(s).
- (4) If the Supervisory Committee agrees to convene an extraordinary general meeting or a class meeting, a notice to convene such meeting shall be issued within five days upon receipt of such request. Any changes to the original proposal in the notice require the consent of the Requesting Shareholders.
- (5) If the Supervisory Committee does not issue the notice of the shareholders' general meeting within the required period, it will be deemed as having failed to convene and preside over the shareholders' general meeting, and shareholders individually or jointly holding 10% or more of the shares of the Company for 90 consecutive days or more (the "Convening Shareholders") have the right to convene and preside over the meeting on their own.
- (6) In the event where shareholders convene a shareholders' general meeting on their own initiative, the Convening Shareholders must hold no lower than 10% of shares in the Company immediately before the resolution of such meeting is announced.

### Procedures for proposing resolutions at the Annual General Meeting

When the Company convenes an Annual General Meeting, shareholders who individually or jointly hold 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing,

and the Company shall place such proposed motions on the agenda for such Annual General Meeting if they are matters falling within the functions and powers of shareholders' meetings.

### Process of forwarding shareholders' enquiries to the Board or requesting for convening of an extraordinary general meeting or a class meeting or proposing new motions

Shareholders may at any time send their enquiries, requests, proposals and concerns to the Board in writing through the Company Secretary and the Investor Relations Department.

The contact details of the Company Secretary are as follows:

The Company Secretary  
 China Telecom Corporation Limited  
 28th Floor, Everbright Centre,  
 108 Gloucester Road, Wanchai,  
 Hong Kong  
 Email: ir@chinatelecom-h.com  
 Tel No.: (852) 2877 9777  
 IR Enquiry: (852) 2582 0388  
 Fax No.: (852) 2877 0988

A dedicated "Investor" section is available on the Company's website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)). There is a FAQ function in the "Investor" section designated to enable timely, effective and interactive communication between the Company, shareholders and investors. Company Secretary and the Investor Relations Department of the Company handle both telephone and written enquiries from shareholders of the Company from time to time. Shareholders' enquiries and concerns will be forwarded to the Board and/or the relevant Board Committees of the Company, where appropriate, which will answer the shareholders' questions. Information on the Company's website is updated regularly.



FAMILY  
CLOUD  
TO ENRICH  
DIGITAL LIFE

