

# SECTION IV

## CORPORATE GOVERNANCE REPORT

### 1. AN OVERVIEW OF CORPORATE GOVERNANCE

The Company strives to maintain a high level of corporate governance and has adhered to excellent, prudent and efficient corporate governance principles and continuously improves its corporate governance methodology, regulates its operations, improves its internal control mechanism, implements sound corporate governance and disclosure measures, and ensures that the Company's operations are in line with the long-term interests of the Company and its shareholders as a whole. In 2024, the Company's shareholders' meetings, the Board and the Supervisory Committee operated soundly and efficiently. The Company was dedicated to lean management while ensuring stable and healthy operation, and elevated its high-quality development to a new level, while continuously optimising its internal control system and comprehensive risk management in order to effectively ensure steady operation of the Company. The standard of the Company's corporate governance continued to improve and effectively protected the best long-term interests of shareholders.

The Company persists in refining the basic system of its corporate governance and continues to optimise the corporate governance system and operating mechanism to ensure standardised operation in strict compliance with the Company Law, the Securities Law and the requirements of the CSRC, the SSE and the Stock Exchange on corporate governance. In 2024, in accordance with the latest regulatory requirements from the CSRC and the SSE on corporate governance and standardised operation, and taking into account the actual situation of the Company, the Company completed amendments with respect to eight rules including the Articles of Association and the Rules of Procedures of the Shareholders' General Meeting, introduced the

Working Rules of Independent Directors' Special Meetings to ensure the independence of the independent directors in performing their duties, and delivered important information of the Company to the capital market in a complete, accurate and timely manner. The Company's information disclosure work received an A grade evaluation from the SSE for 2023–2024. At the same time, the Company attaches great importance to the construction and improvement of risk management and internal control systems, which mainly include clear organisational structure and management responsibilities, effective authorisation approval and accountability system, clear objectives, policies and procedures, comprehensive risk assessment and management, sound financial accounting system, continuous operation performance analysis and supervision, etc., which play an important role in ensuring the overall operation of the Company.

A two-tier structure is adopted as the overall structure for corporate governance: the Board and the Supervisory Committee are established under the shareholders' meeting, while the Audit Committee, Remuneration Committee and Nomination Committee are established under the Board. The Board is authorised by the Articles of Association of the Company to make major operational decisions of the Company and to oversee the daily management and operations of the senior management. The Supervisory Committee is mainly responsible for the supervision of the performance of duties of the Board and the senior management. Each of the Board and the Supervisory Committee is independently accountable to the shareholders' meeting. In 2024, the Company convened a total of 2 general meetings, 13 Board meetings and 9 Supervisory Committee meetings. The convening, holding, voting and disclosure procedures of the relevant meetings were in compliance with the requirements of laws and regulations and the Articles of Association.

For the year ended 31 December 2024, the roles of Chairman and Chief Executive Officer of the Company were performed by the same individual. In the Company's opinion, through the supervision by the Board and the Independent Non-Executive Directors of the Company, with effective control of the Company's internal check and balance mechanism, the same individual performing the roles of Chairman and Chief Executive Officer can enhance the Company's efficiency in decision-making and execution and enable the Company to effectively capture business opportunities. Many leading international corporations around the world also have similar arrangements. Save as stated above, the Company was in compliance with all the code provisions under the Corporate Governance Code as set out in Appendix C1 of the Listing Rules (the "Corporate Governance Code") in the year 2024.

The Company has always attached great importance to information disclosure, strictly complied with the requirements of the relevant regulatory rules of the places where the Company's shares are listed, and stringently implemented the Rules for the Management of Information Disclosure of China Telecom Corporation Limited to standardise the procedures for the Company to collect, organise, summarise and report important information internally and prepare external disclosure documents, clarify the responsibilities and code of conduct of relevant departments and branches, and ensure the truthfulness, accuracy, completeness and timeliness of the Company's information disclosure. In addition, the Company actively discloses data such as the numbers of access lines in service, mobile and wireline broadband subscribers, etc. on a monthly basis to strengthen communication with the capital market and improve the transparency of information disclosure. Meanwhile, the Company attaches great importance to the handling of inside information and standardised management of inside information through the Registration and Management System for Insiders of China Telecom Corporation Limited, ensuring the fairness and justice of information disclosure, and protecting the legitimate rights and interests of investors and relevant parties.

The Company established an Investor Relations Department which is responsible for providing shareholders and investors with the necessary information, data and services in a timely manner. It also maintains proactive communications with shareholders, investors and other capital market participants. The Company's senior management and Independent Non-Executive Directors presents the annual results and interim results every year. Through various activities such as results briefings, investor briefings and investors road shows, the senior 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 reinforce their understanding of the Company's business and the overall development of the industry. In 2024, the Company conducted the annual and interim results announcement briefings effectively and conducted the third quarter results announcement briefing through online means. The Company proactively introduced innovative modes of communication, including the introduction of a hyper-realistic AI digital human "Shu Shu" which co-hosted the annual results announcement briefing with real people to demonstrate the achievements of the Company's digital transformation. The management of the Company led teams to overseas roadshows and conducted in-depth exchanges with local investment institutions. The Company organised domestic and international analysts and investors to conduct reverse roadshows with themes of intelligent computing, AI large models and strategic emerging businesses in Shanghai, Guangzhou, etc. to fully demonstrate the Company's investment value to the capital market. In daily operation, the Company participated in a number of investor conferences held by major international investment banks and domestic securities firms worldwide through on-site and online integrated means to promote communication with institutional investors. At the same time, the Company set up a dedicated investor relations enquiry line to facilitate communications between investors and the Company and better serve shareholders and investors.

In 2024, the Company's continuous efforts in corporate governance gained wide recognition from the capital market and the Company was accredited with a number of awards. The Company was voted as the "Most Honored Companies in Asia" for the 14th consecutive year in the "All-Asia-Executive Team Poll 2024" organised by Institutional Investor. In the 2024 China Securities "Golden Bauhinia Awards" selection, it won two awards, namely the "Outstanding Contribution Enterprise Award for the 75th Anniversary of the Founding of the People's Republic of China" and the "Best Listed Company in Investment Value". It was accredited "Golden Bull Most Investment Value Award" and "Golden Bull Award for Hong Kong Stocks" in the Golden Bull Award poll organised by China Securities Journal. Moreover, the Company was awarded the "Top 100 Value of Main Board Listed Companies in China" by the Securities Times and the "Best Practise of the Board of Directors for Listed Companies" in 2024 by the China Association for Public Companies.

## 2. SPECIFIC MEASURES TAKEN BY THE CONTROLLING SHAREHOLDER AND THE ULTIMATE CONTROLLER OF THE COMPANY TO ENSURE THE INDEPENDENCE OF THE COMPANY'S ASSETS, PERSONNEL, FINANCE, ORGANISATION AND BUSINESS, AS WELL AS SOLUTIONS, WORK PROGRESS AND FOLLOW-UP WORK PLANS ADOPTED IN LIGHT OF THE IMPACT ON THE INDEPENDENCE OF THE COMPANY

The Company is independent from its controlling shareholder in terms of business, assets and finance, etc. The controlling shareholder of the Company undertakes not to act beyond their authority to interfere with the operation and management activities of the Company and not to misappropriate the interests of the Company. The controlling shareholder of the Company exercises its rights as a shareholder through the general meeting in accordance with the law, and has not acted beyond the authority of the general meeting of the Company, directly or indirectly interfered with the Company's business decisions and operating activities. The Company has independent and complete businesses and self-operation capabilities. During the Reporting Period, the Company was not aware of any act in which the controlling shareholder took advantage of its special status to encroach on or damage the interests of the Company and other shareholders.

### 3. GENERAL MEETINGS

Session	Date	Designated websites for publishing resolutions	Resolutions of the Meeting
Annual General Meeting for the year 2023	2024-05-27	www.hkexnews.hk www.chinatelecom-h.com	<ol style="list-style-type: none"> <li>1. THAT the financial reports of the Company for the year of 2023 audited by PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers be considered and approved.</li> <li>2. THAT the Annual Reports for the year of 2023 be considered and approved.</li> <li>3. THAT the report of the Board for the year of 2023 be considered and approved.</li> <li>4. THAT the report of the Supervisory Committee for the year of 2023 be considered and approved.</li> <li>5. THAT the profit distribution and dividend declaration plan of the Company for the year of 2023 be considered and approved.</li> <li>6. THAT the authorisation to the Board to decide on the interim profit distribution plan of the Company for year 2024 be considered and approved.</li> <li>7. THAT the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the external auditors of the Company for the year ending 31 December 2024 and the authorisation to the Board to fix the remuneration of the auditors be considered and approved.</li> <li>8. THAT the purchase of liabilities insurance for the Company and its Directors, Supervisors and senior management be considered and approved.</li> <li>9. THAT the proposal regarding the amendments to the Articles of Association be considered and approved.</li> <li>10. THAT the proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting be considered and approved.</li> <li>11. THAT the proposal regarding the amendments to the Rules of Procedures of the Meeting of the Board of Directors be considered and approved.</li> <li>12. THAT the proposal regarding the amendments to the Rules of Procedures of the Meeting of the Supervisory Committee be considered and approved.</li> </ol>

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Session	Date	Designated websites for publishing resolutions	Resolutions of the Meeting
The First Extraordinary General Meeting of the Company in 2024	2024-08-21	www.hkexnews.hk www.chinatelecom-h.com	<ol style="list-style-type: none"> <li>1. THAT the Continuing Connected Transactions under Agreements between the Company and China Telecommunications Corporation and between the Company and E-Surfing Pay together with the proposed Annual Caps be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.</li> <li>2. THAT the Continuing Connected Transactions under Financial Services Framework Agreements together with the proposed Annual Caps be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.</li> <li>3. THAT the election of Mr. Liang Baojun as an Executive Director of the Company be considered and approved.</li> <li>4. THAT the election of Madam Huang Xudan as a Shareholder Representative Supervisor of the Company be considered and approved.</li> <li>5. THAT the proposed change of external auditors of the Company for the year of 2024 be considered and approved.</li> </ol>

During the Reporting Period, the Company held 2 general meetings, with all resolutions approved. For details, please refer to the relevant announcements published by the Company on the websites of the Stock Exchange and the Company.

The convening, holding, voting and other relevant procedures of the general meetings of the Company were in compliance with the laws and regulations, the Articles of Association of the Company, the Rules of Procedures of the Shareholders' General Meeting and other relevant requirements to ensure that all shareholders, especially minority shareholders, enjoy equal status and fully exercise their rights.

## 4. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### (1) Changes in shareholding and remuneration of current and resigned Directors, Supervisors and senior management during the Reporting Period

Name	Position	Gender	Age	Commencement date of term	End date of term	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Changes in shares during the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB in ten thousand)
Ke Ruiwen	Executive Director, Chairman and Chief Executive Officer	Male	61	2012-05-30	Annual General Meeting for the year 2025	0	0	0	/	75.76
Liu Guiqing	Executive Director and Executive Vice President	Male	58	2019-08-19	Annual General Meeting for the year 2025	0	0	0	/	68.83
Tang Ke	Executive Vice President	Male	50	2021-11-29	Annual General Meeting for the year 2025	0	0	0	/	68.75
	Executive Director			2022-03-22	Annual General Meeting for the year 2025					
Li Yinghui	Executive Vice President, Chief Financial Officer	Male	54	2022-04-26	Annual General Meeting for the year 2025	0	0	0	/	68.14
	Secretary of the Board			2022-09-05	Annual General Meeting for the year 2025					
	Executive Director			2023-01-06	Annual General Meeting for the year 2025					
Liu Ying	Executive Vice President	Female	51	2025-03-25	Annual General Meeting for the year 2025	0	0	0	/	/
Chen Shengguang	Non-Executive Director	Male	61	2017-05-23	Annual General Meeting for the year 2025	1,000	1,000	0	/	0.00
Ng Kar Ling Johnny	Independent Non-Executive Director	Male	64	2023-01-06	Annual General Meeting for the year 2025	0	0	0	/	50.93
Yeung Chi Wai, Jason	Independent Non-Executive Director	Male	70	2018-10-26	Annual General Meeting for the year 2025	0	0	0	/	32.41
Chen Dongqi	Independent Non-Executive Director	Male	68	2023-01-06	Annual General Meeting for the year 2025	0	0	0	/	0.00
Lyu Wei	Independent Non-Executive Director	Female	68	2023-05-23	Annual General Meeting for the year 2025	0	0	0	/	0.00
Huang Xudan	Chairlady of the Supervisory Committee and Shareholder Representative Supervisor	Female	56	2024-08-21	Annual General Meeting for the year 2025	0	0	0	/	74.97

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Name	Position	Gender	Age	Commencement date of term	End date of term	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Changes in shares during the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB in ten thousand)
Luo Laifeng	Employee Representative Supervisor	Male	52	2024-08-21	Annual General Meeting for the year 2025	0	0	0	/	56.13
Guan Lixin	Employee Representative Supervisor	Female	53	2023-05-23	Annual General Meeting for the year 2025	0	0	0	/	136.77
Luo Zhendong	Shareholder Representative Supervisor	Male	47	2023-05-23	Annual General Meeting for the year 2025	0	0	0	/	101.16
Wang Yibing	Shareholder Representative Supervisor	Female	59	2022-03-22	Annual General Meeting for the year 2025	0	0	0	/	0.00
Shao Guanglu (retired)	Executive Director President and Chief Operating Officer	Male	61	2020-05-26 2022-08-16	2024-05-23	0	0	0	/	26.89
Liang Baojun (resigned)	Executive Director President and Chief Operating Officer	Male	55	2024-08-21 2024-07-12	2025-02-10	0	0	0	/	39.00
Xia Bing (resigned)	Executive Vice President Executive Director	Male	51	2022-04-26 2023-01-06	2024-01-19	0	0	0	/	4.85
Li Jun (resigned)	Executive Director	Male	49	2023-05-23	2025-01-22	0	0	0	/	68.14
Han Fang (resigned)	Chairlady of the Supervisory Committee and Shareholder Representative Supervisor	Female	51	2022-03-22	2024-08-21	0	0	0	/	53.82
Zhang Jianbin (resigned)	Employee Representative Supervisor	Male	59	2012-10-16	2024-08-21	1	1	0	/	68.20
Total	/	/	/	/	/	1,001	1,001	0	/	994.76

Note: During the Reporting Period, the Company also settled the bonus for the year 2023, including RMB360,300 for Mr. Ke Ruiwen, RMB326,900 for Mr. Liu Guiqing, RMB326,700 for Mr. Tang Ke, RMB317,200 for Mr. Li Yinghui and RMB317,200 for Mr. Li Jun.