

## SECTION IV CORPORATE GOVERNANCE REPORT

### 1. GENERAL MEETINGS DURING THE REPORTING PERIOD

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> </ol>

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			8. THAT the purchase of liabilities insurance for the Company and its Directors, Supervisors and senior management be considered and approved.
			9. THAT the proposal regarding the amendments to the Articles of Association be considered and approved.
			10. THAT the proposal regarding the amendments to the Rules of Procedures of the Shareholders' General Meeting be considered and approved.
			11. THAT the proposal regarding the amendments to the Rules of Procedures of the Meeting of the Board of Directors be considered and approved.
			12. THAT the proposal regarding the amendments to the Rules of Procedures of the Meeting of the Supervisory Committee be considered and approved.

During the Reporting Period, the Company held 1 general meeting, 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.

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## 2. CHANGES IN DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT SINCE THE DATE OF THE 2023 ANNUAL REPORT

Reference is made to the announcement of the Company dated 23 May 2024. Due to his age, Mr. Shao Guanglu has retired from his positions as an Executive Director, the President and Chief Operating Officer of the Company with effect from 23 May 2024.

Reference is made to the announcement of the Company dated 12 July 2024, the circular of the Company dated 2 August 2024 and the announcement of the Company dated 21 August 2024. On 12 July 2024, Mr. Liang Baojun ("Mr. Liang") has been appointed as the President and Chief Operating Officer of the Company. The relevant appointment became effective from 12 July 2024 until the annual general meeting of the Company for the year 2025 to be held in year 2026. The appointments of Mr. Liang as an Executive Director of the Company and Madam Huang Xudan ("Madam Huang") as a Shareholder Representative Supervisor of the Company were approved at the extraordinary general meeting of the Company held on 21 August 2024 (the "EGM"). Meanwhile, Mr. Luo Laifeng ("Mr. Luo") has been elected as an Employee Representative Supervisor by the employee representatives of the Company democratically. Terms of office of the above Director and Supervisors commence from 21 August 2024 until the annual general meeting of the Company for the year 2025 to be held in year 2026. Madam Huang has been elected as the Chairlady of the eighth session of the Supervisory Committee at a meeting of the

Supervisory Committee held on 21 August 2024, with a term commencing from 21 August 2024 until the annual general meeting of the Company for the year 2025 to be held in year 2026. In addition, Madam Han Fang ("Madam Han") and Mr. Zhang Jianbin ("Mr. Zhang") resigned from the position as Supervisors due to changes in work arrangement. The resignation of Madam Han takes effect on the date of election of the new Shareholder Representative Supervisor at the EGM. The resignation of Mr. Zhang takes effect on the date of election of the new Employee Representative Supervisor by the employee representatives of the Company democratically.

The changes in the biographical information relating to the Directors and Supervisors of the Company since the publication of the 2023 Annual Report are set out below:

Mr. Li Jun, an Executive Director of the Company, currently serves as the President of China Youth Entrepreneurs Association, and he no longer serves as a Deputy Director General of China Aerospace Information and Satellite Internet Innovation Alliance. Mr. Ng Kar Ling Johnny, an Independent Non-Executive Director of the Company, no longer serves as an Independent Non-Executive Director of China Petroleum & Chemical Corporation which is listed on the HKSE and the SSE.

Save as stated above, there is no other information of the Directors or Supervisors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The biographical details of the Directors, Supervisors and senior management are available on the website of the Company ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)).

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### 3. PROPOSAL FOR PROFIT DISTRIBUTION OR CONVERSION OF CAPITAL RESERVE

The half-year proposal for profit distribution or conversion of capital reserve

Whether distributed or capitalised	Yes
Number of bonus shares for every 10 shares (share)	–
Dividend amount per 10 shares (RMB) (pre-tax)	1.671
Number of shares capitalised for every 10 shares (share)	–

#### Description on the proposal for profit distribution or conversion of capital reserve

After fully considering the returns to shareholders, the Company's profitability, cash flow level and capital needs for future development, the thirteenth meeting of the eighth session of the Board of the Company decided to distribute the interim dividend for 2024 to all shareholders in the aggregate amount of RMB15.29 billion, representing over 70% of the profit attributable to equity holders of the Company in the amount of RMB21.81 billion. Based on the total share capital registered on the record date for the dividend distribution, and based on the Company's total share capital of 91,507,138,699 shares as at 30 June 2024, a dividend of RMB0.1671 per share (equivalent to HK\$0.182289) (pre-tax) was declared and will be paid to all shareholders. 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 Board has been authorised by the annual general meeting for the year 2023 to decide the profit distribution proposal and the resolution for the proposed interim dividend was considered and approved at the thirteenth meeting of the eighth session of the Board of the Company on 20 August 2024.

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

The Company implemented the second phase of share appreciation rights scheme in 2021 to provide mid – to long-term incentives for key personnel (excluding the Executive Directors, Non-Executive Directors, Independent Non-Executive Directors, Supervisors and senior management of the Company).

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.

#### 5. COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company attaches great importance to corporate governance. We continued to make efforts in improving the Company’s internal control mechanisms, strengthening information disclosure and enhancing the Company’s transparency, continuously developing corporate governance practices and protecting shareholders’ interests to the maximum degree.

The roles of Chairman and Chief Executive Officer of the Company were performed by the same individual, for the six-month period ended 30 June 2024. In the Company’s opinion, through supervision by the Board of Directors and Independent Non-Executive Directors, 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 effectively capture business opportunities. Many leading international corporations around the world also have similar arrangements.

Save as stated above, the Company has been in compliance with all the code provisions under the Corporate Governance Code as set out in Appendix C1 of the Listing Rules throughout the six-month period ended 30 June 2024.