


**CORPORATE GOVERNANCE REPORT**

All minutes of the Board meetings record the details of resolutions considered and decisions made, and are kept by meeting secretary and open for inspection by the directors. A director shall abstain from voting on any board resolution approving any proposal in which he or any of his associates has a material interest, nor shall he be counted in the quorum present at the meeting. In 2019, the Board held four meetings. In addition to general matters such as review of the annual and interim financial statements, dividend distribution, Corporate Governance Report, ESG Report and budget, the Board also considered the resolutions regarding to amendment of the Audit Committee Charter, the non-exempt continuing connected transactions under the Financial Services Framework Agreement entered into between the Company and China Telecom Group Finance Co., Ltd, set up of the Strategy Committee and the high-quality development plan for a hundred-billion enterprise of the Group. For the resolutions such as the continuing connected transactions and the proposed annual caps, directors with conflict of interests abstained from voting.

In 2019, the Chairman of the Company had a meeting with the independent non-executive directors without the presence of other directors.

The attendance record of the Company's directors in Board meetings, board committee meetings and general meeting(s) in 2019 were as follows:

	Attendance in 2019/Meeting convened during period of appointment						
	Board of Directors	Strategy Committee	Audit Committee	Non-competition Undertaking Review Committee	Independent Board Committee	AGM	EGM
<b>Executive Directors</b>							
Zhang Zhiyong	4/4 <sup>(1)</sup>	1/1	–	–	–	1/1	1/1
Si Furong	4/4	1/1	–	–	–	1/1	1/1
Zhang Xu	4/4 <sup>(2)</sup>	–	–	–	–	1/1	1/1
<b>Independent Non-executive Directors</b>							
Siu Wai Keung, Francis	4/4	–	2/2	2/2	1/1	1/1	1/1
Lv Tingjie	4/4 <sup>(3)</sup>	1/1	2/2 <sup>(3)</sup>	2/2 <sup>(3)</sup>	1/1	0/1	0/1
Wu Taishi	4/4	–	–	–	1/1	1/1	1/1
Liu Linfei	4/4	–	2/2	2/2	1/1	1/1	1/1
<b>Resigned Directors</b>							
Li Zhengmao <sup>(4)</sup>	4/4 <sup>(5)</sup>	1/1	–	–	–	0/1	0/1
Shao Guanglu <sup>(6)</sup>	4/4 <sup>(7)</sup>	1/1 <sup>(8)</sup>	–	–	–	0/1	0/1

## Notes:

- (1) Mr. Zhang Zhiyong appointed another director to attend one meeting.
- (2) Ms. Zhang Xu appointed another director to attend one meeting.
- (3) Mr. Lv Tingjie appointed another director to attend one meeting.
- (4) Mr. Li Zhengmao resigned as a non-executive director of the Company on 20 March 2020.
- (5) Mr. Li Zhengmao appointed another director to attend two meetings.
- (6) Mr. Shao Guanglu resigned as a non-executive director of the Company on 20 March 2020.
- (7) Mr. Shao Guanglu appointed another director to attend two meetings.
- (8) Mr. Shao Guanglu appointed another director to attend one meeting.