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CHINA MOBILE LIMITED

中國移動有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 941)

**LEASE OF TELECOMMUNICATIONS TOWERS FROM CHINA TOWER
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

The extraordinary general meeting will be held in the Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 11 January 2023 at 10:00 a.m. A notice of the extraordinary general meeting is set out on pages EGM-1 to EGM-2 of this circular. The form of proxy for use at the extraordinary general meeting has been despatched to holders of Hong Kong Shares together with this circular and also published on the websites of the Hong Kong Stock Exchange and the Company. Whether or not you intend to attend the extraordinary general meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. The form of proxy should be deposited at the Company's registered office at 60/F, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or at any adjournment thereof should you so wish.

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DEFINITIONS

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

“Acquired Telecommunications Towers” or “Acquired”	tower products acquired by China Tower pursuant to the Previous Transaction Agreement
“Audit Committee”	the Audit Committee of the Company
“Board”	the board of Directors of the Company
“China Reform Corporation”	China Reform Holdings Corporation Ltd., a joint stock limited company incorporated under the laws of the PRC wholly-owned by SASAC
“China Telecom”	China Telecom Corporation Limited, a joint stock limited company incorporated under the laws of the PRC with limited liability, whose shares are listed on the Hong Kong Stock Exchange (stock code: 728) and the Shanghai Stock Exchange (stock code: 601728)
“China Tower”	China Tower Corporation Limited, a joint stock limited company incorporated under the laws of the PRC, whose shares are listed on the Hong Kong Stock Exchange (stock code: 788)
“China Unicom”	China United Network Communications Corporation Limited, a wholly-owned subsidiary of China Unicom (Hong Kong) Limited (stock code: 762)
“CMC”	China Mobile Communication Company Limited, a wholly-owned subsidiary of the Company
“Commercial Pricing Agreement”	the commercial pricing agreement to be entered into between CMC and China Tower
“Company”	China Mobile Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange
“Directors”	the directors of the Company

DEFINITIONS

“Existing Commercial Pricing Agreement”	the commercial pricing agreement dated 8 July 2016 and entered into between CMC and China Tower (as supplemented by relevant supplementary agreement(s))
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Shares”	shares in the Company listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	13 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Listing Rules”	the Hong Kong Listing Rules and the SSE Listing Rules
“Newly-added Telecommunications Towers” or “Newly-added”	tower products other than Acquired Telecommunications Towers
“PRC” or “China”	the People’s Republic of China
“Previous Transaction Agreement”	the transaction agreement dated 14 October 2015 entered into among CMC, China Unicom, China Telecom, China Reform Corporation and China Tower in relation to the transfer of Acquired Telecommunications Towers and related assets to China Tower
“RMB”	Renminbi, the lawful currency of the PRC
“RMB Shares” or “A Shares”	shares in the Company listed on the Main Board of the Shanghai Stock Exchange
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council

DEFINITIONS

“Service Agreement”	the service agreement to be entered into between CMC and China Tower
“SSE Listing Rules”	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange
“%”	per cent.

FORWARD-LOOKING STATEMENTS

Forward-looking statements contained in this circular do not constitute and should not be viewed as commitments made by the Company. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from those implied by such forward-looking statements. In addition, the Company does not intend to update such forward-looking statements. Investors are cautioned not to unduly rely on such forward-looking statements.



CHINA MOBILE LIMITED

中國移動有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 941)

Executive Directors:

YANG Jie (Chairman)

DONG Xin (Chief Executive Officer)

LI Pizheng

LI Ronghua (Chief Financial Officer)

Registered Office:

60/F, The Center

99 Queen's Road Central

Hong Kong

Independent Non-executive Directors:

Stephen YIU Kin Wah

YANG Qiang

Carmelo LEE Ka Sze

Margaret LEUNG KO May Yee

20 December 2022

To the Shareholders

Dear Sir or Madam,

LEASE OF TELECOMMUNICATIONS TOWERS FROM CHINA TOWER

1. INTRODUCTION

Reference is made to the Company's announcement dated 13 December 2022 where the Company announced, among other things, that the Board approved the entering into by CMC with China Tower of the Commercial Pricing Agreement and the Service Agreement, pursuant to which China Tower will continue to provide leasing of telecommunications towers and other related services to CMC.

Under the SSE Listing Rules, the transactions under the Commercial Pricing Agreement and the Service Agreement constitute routine affiliated transactions and are subject to approval of the shareholders of the Company in general meeting. The purpose of this circular is to provide shareholders of the Company with relevant information to enable shareholders of the Company to make an informed decision on whether to vote for or against or abstain from voting at such resolution.

2. THE COMMERCIAL PRICING AGREEMENT AND THE SERVICE AGREEMENT

CMC and China Tower have agreed on the terms of the Commercial Pricing Agreement and the Service Agreement, the principal terms of which are set out as follows:

(a) Parties

CMC, as lessee

China Tower, as lessor

LETTER FROM THE BOARD

(b) Term of Agreements

Five years, from 1 January 2023 to 31 December 2027

(c) Tower Products

Under the Commercial Pricing Agreement and the Service Agreement, China Tower will mainly provide leasing of telecommunications towers (including Newly-added Telecommunications Towers and Acquired Telecommunications Towers) to CMC.

The pricing basis and formulae for tower products are set out as follows:

(i) Pricing Basis

The pricing for leasing of telecommunications towers and services provided by China Tower shall be on an arm's length basis and be primarily based on the relevant asset's construction cost, useful lives of depreciation, site cost, maintenance expense and other costs, among other factors, and determined with reference to certain cost markup rate and co-sharing discount rates.

(ii) Pricing Formula for Newly-added Telecommunications Towers

The pricing of Newly-added Telecommunications Towers shall be determined in accordance with the following formula:

$$\text{Base price} = \left(\sum \frac{\text{standardized construction cost}}{\text{useful lives of depreciation}} \times (1 + \text{impairment rate}) + \text{maintenance expense} \right) \times (1 + \text{cost markup rate})$$

$$\text{Product price} = \text{base price} \times (1 - \text{co-sharing discount rate 1}) + (\text{site cost} + \text{electricity input cost}) \times (1 - \text{co-sharing discount rate 2})$$

In order to reflect the differences in standardized construction costs of Newly-added Telecommunications Towers in different geographical areas, 31 provinces have been divided into four categories with a different coefficient for each category. The maintenance expense may be determined by public tender or on a lump sum basis to be negotiated. The values for the impairment rate and the cost markup rate are fixed at 2% and 10%, respectively. The site cost and the electricity input cost are either priced on a lump sum or itemized basis. In order to maximize the benefit of tower sharing, China Tower will offer the following co-sharing discounts:

Co-sharing discount
rate 1

In respect of the base price, China Tower shall provide a 32.4% discount for towers shared by two lessees and a 42.4% discount for towers shared among three lessees, and the original owner of Acquired resources and the first sole occupier of these towers will benefit from a first occupier discount policy (i.e. an extra 5% discount on top of the original discount)

LETTER FROM THE BOARD

Co-sharing discount rate 2 In respect of the site cost and the electricity input cost, China Tower shall provide a 40% discount for towers shared by two lessees and a 50% discount for towers shared among three lessees, and the original owner of Acquired resources and the first sole occupier of these towers will benefit from a first occupier discount policy (i.e. an extra 5% discount on top of the original discount)

(iii) Pricing Formula for Acquired Telecommunications Towers

The pricing of Acquired Telecommunications Towers shall be determined in accordance with the following formula:

$$\text{Base price} = \left(\frac{\sum \text{standardized construction cost for Newly-added}}{\sum \text{useful lives of depreciation for Newly-added}} \times \text{discount rate} \times (1 + \text{impairment rate}) + \text{maintenance expense} \right) \times (1 + \text{cost markup rate})$$

$$\text{Product price} = \text{base price} \times (1 - \text{co-sharing discount rate 1}) + \text{site cost} \times (1 - \text{co-sharing discount rate 2})$$

$$\text{Discount rate} = \frac{\sum \text{appraised value} \div \text{useful lives of depreciation for Acquired}}{\sum (\sum \text{standardized construction cost for Newly-added of the category} \div \text{useful lives of depreciation for Newly-added} \times \text{percentage of Acquired Telecommunications Towers of the same category}) \times \text{number of Acquired Telecommunications Towers}}$$

The product catalogue and pricing formula for Acquired Telecommunications Towers are basically consistent with those for Newly-added Telecommunications Towers, save that no separate electricity input cost will be charged. In respect of Acquired Telecommunications Towers, the geographical coefficient for Newly-added and the wind pressure adjustment coefficient will not be taken into account, and a discount rate by province will be determined based on the proportion of the adjusted depreciation expense of Acquired Telecommunications Towers to the depreciation expense of Newly-added Telecommunications Towers.

The co-sharing discount rates and discount rules are consistent with those for Newly-added Telecommunications Towers. Existing co-sharing parties who shared Acquired Telecommunications Towers with the original property owner before 31 October 2015 will be charged 27.6% of the base price and 30% of the site cost; the original property owner will be charged 67.6% (if there are two lessees) or 57.6% (if there are three lessees) of the base price and 70% (if there are two lessees) or 40% (if there are three lessees) of the site cost; when an additional third lessee is introduced, the product price for the existing co-sharing parties will remain unchanged, while the original property owner will be charged 57.6% of the base price and 45% of the site cost.

(iv) Pricing Adjustment Mechanism

Parties may, taking into account factors such as inflation, adjust the maintenance expense and the site cost in the next year with reference to the consumer price index in the preceding year. In the event of significant fluctuations in the real estate market or the steel price etc., parties shall also negotiate on adjustments to the site cost and the product price etc. having regard to such fluctuations.

LETTER FROM THE BOARD

(d) Other Products

Apart from tower products, China Tower will also provide indoor distribution system products, transmission products and service products to CMC under the Commercial Pricing Agreement and the Service Agreement:

Indoor distribution system products	Indoor distribution systems for commercial buildings and tunnels
Transmission products	Pipelines, pole lines, optical fiber, public manholes and routes to sites etc.
Service products	Power service, gasoline or diesel power generation service and extra battery assurance service

(e) Payment Term

Service fees are payable in arrears on a monthly basis, by the 25th day of each month

(f) Historical Transaction Amounts

For the purposes of the SSE Listing Rules, the expected caps for the year ending 31 December 2022 and the transaction amounts for the 11 months ended 30 November 2022 in respect of the affiliated transactions under the Existing Commercial Pricing Agreement are set out as follows:

	Expected caps for the year ending 31 December 2022	Transaction amounts for the 11 months ended 30 November 2022
Expensed costs (including towers and related assets rental and maintenance expenses, lump sum electricity costs, interest expenses on lease liabilities etc.)	RMB30,500 million (approximately HK\$33,997 million)	RMB23,644 million (approximately HK\$26,355 million)
Addition of right-of-use assets	RMB9,500 million (approximately HK\$10,589 million)	RMB3,633 million (approximately HK\$4,050 million)

LETTER FROM THE BOARD

(g) Annual Caps

For the purposes of the SSE Listing Rules, the expected caps in respect of the affiliated transactions under the Commercial Pricing Agreement and the Service Agreement for the year ending 31 December 2023 are set out as follows:

	For the year ending 31 December 2023
Expensed costs (including towers and related assets rental and maintenance expenses, lump sum electricity costs, interest expenses on lease liabilities etc.)	RMB30,000 million (approximately HK\$33,440 million)
Addition of right-of-use assets	RMB70,000 million (approximately HK\$78,026 million)

Right-of-use assets shall be recognized in connection with the lease of telecommunications tower assets by the Group from China Tower under the Commercial Pricing Agreement and the Service Agreement. The expected 2023 annual cap in respect of the addition of right-of-use assets under transactions with China Tower includes telecommunications tower assets that are currently leased and expected to continue to be leased under the Commercial Pricing Agreement and the Service Agreement (from 1 January 2023 to 31 December 2027), as well as telecommunications tower assets that are expected to be additionally leased in 2023.

3. REASONS AND BENEFITS FOR ENTERING INTO THE COMMERCIAL PRICING AGREEMENT AND THE SERVICE AGREEMENT

The Company is of the view that the entering into of the Commercial Pricing Agreement and the Service Agreement with China Tower will enable the Company to rapidly and effectively construct wireless networks, thereby supporting the high-quality development of the Company's business. Through the sharing of telecommunications towers and related assets, the Company will benefit from advantages brought by common resources, and at the same time this will also enable the Company to save on capital expenditure.

The pricing basis and fee standard under the Commercial Pricing Agreement and the Service Agreement have been determined upon arm's length negotiations between CMC and China Tower. The Board is of the view that the terms of the transactions under the Commercial Pricing Agreement and the Service Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LETTER FROM THE BOARD

4. SSE LISTING RULES IMPLICATIONS

As Mr. Gao Tongqing, Vice President of the Company, is a non-executive director of China Tower, China Tower is an affiliated corporation of the Company under the relevant provisions of the SSE Listing Rules. The expected 2023 annual cap in respect of routine affiliated transactions between the Company and China Tower is RMB100,000 million, which represents more than 5% of the absolute value of the Group's latest audited net assets and exceeds RMB30 million, and is subject to approval of the shareholders of the Company in general meeting under the SSE Listing Rules.

5. GENERAL INFORMATION

CMC is a wholly-owned subsidiary of the Company which provides network and business coordination center services in China. The Group is the leading information and communications technology services provider in the mainland of China, and provides communications and information services in all 31 provinces, autonomous regions and directly-administered municipalities throughout the mainland of China and in Hong Kong. The Company is an investment holding company.

China Tower is a joint stock limited company incorporated under the laws of the PRC, whose shares are listed on the Hong Kong Stock Exchange (stock code: 788). China Tower is principally engaged in the construction, maintenance and operation of telecommunications towers. As at the Latest Practicable Date, to the Company's knowledge, China Tower was owned as to 27.93%, 20.65%, 20.50% and 4.41% by CMC, China Unicom, China Telecom and China Reform Corporation, respectively.

This circular contains translations between Renminbi and Hong Kong dollars at RMB0.89714 = HK\$1.00. The translations are not representations that Renminbi and Hong Kong dollar could actually be converted at such rate, if at all.

6. EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting will be held in the Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 11 January 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the entering into of affiliated transaction agreements with China Tower and the expected 2023 annual caps in respect of such affiliated transactions. A notice of the extraordinary general meeting is set out on pages EGM-1 to EGM-2 of this circular. The form of proxy for use at the extraordinary general meeting has been despatched to holders of Hong Kong Shares together with this circular and also published on the websites of the Hong Kong Stock Exchange and the Company. Whether or not you intend to attend the extraordinary general meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. The form of proxy should be deposited at the Company's registered office at 60/F, The Center, 99 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or at any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Holders of RMB Shares should refer to announcement(s) which the Company may from time to time publish on the websites of the Shanghai Stock Exchange and the Company with respect to extraordinary general meeting arrangements applicable to holders of RMB Shares.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no shareholder of the Company has a material interest in the aforesaid resolution and therefore no shareholder of the Company is required to abstain from voting at the extraordinary general meeting.

7. PRIOR APPROVAL OPINION AND INDEPENDENT OPINION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors have expressed a prior approval opinion and an independent opinion on the above routine affiliated transactions. They are of the opinion that:

- the relationship between the Company and its affiliated party is one of mutual benefit on an equal basis; the routine affiliated transactions of the Company involve services provided/received or transactions entered into in the ordinary course of business based on the Company's business characteristics, and comply with the principles of fairness and free will; and the affiliated transaction agreements are made on normal commercial terms or better, are on fair and reasonable pricing terms, facilitate the Company's business development, and are conducive to the Company's overall competitiveness;
- the relevant affiliated transactions are based on reasonable annual caps, are not detrimental to the interests of the Company and its shareholders (in particular, its minority shareholders), and are in the interests of the Company and its shareholders as a whole; and
- the relevant affiliated transactions do not affect the Company's independence, and the principal business of the Company does not become dependent on its affiliated person as a result of the relevant affiliated transactions.

8. WRITTEN REVIEW OPINION OF AUDIT COMMITTEE

The Audit Committee has provided a written review opinion on the above routine affiliated transactions. It is of the opinion that such affiliated transactions are ordinary transactions of the Company and consistent with the Company's business development needs; the affiliated transactions comply with the principles of fairness, impartiality, free will and good faith, are on fair and reasonable pricing terms, and are not detrimental to the lawful rights and interests of the Company and its shareholders (in particular, its minority shareholders).

Yours faithfully
Yang Jie
Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



CHINA MOBILE LIMITED

中國移動有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 941)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTICE

The Company will conduct the extraordinary general meeting in accordance with the then prevailing requirements or guidelines published by the Government of the Hong Kong Special Administrative Region. The Company will continue to monitor COVID-19 and may alter the extraordinary general meeting arrangements at short notice. Shareholders are advised to check any future announcement(s) which the Company may publish on the websites of The Stock Exchange of Hong Kong Limited and the Company.

In light of COVID-19 and to safeguard shareholders' health and safety, the Company encourages shareholders to consider appointing the chairman of the extraordinary general meeting as his/her proxy to vote on the resolution, instead of attending the extraordinary general meeting in person. The directors of the Company may attend the extraordinary general meeting remotely through video or telephone conference facilities.

Notice is hereby given that the Extraordinary General Meeting of China Mobile Limited (the “**Company**”) will be held in the Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 11 January 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution of the Company.

ORDINARY RESOLUTION

1. Resolution on the entering into of affiliated transaction agreements with China Tower Corporation Limited and the expected 2023 annual caps in respect of such affiliated transactions.

By Order of the Board
China Mobile Limited
Yang Jie
Chairman

20 December 2022

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registered office at 60/F, The Center, 99 Queen's Road Central, Hong Kong not less than 24 hours before the time for holding the extraordinary general meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
3. To ascertain entitlement of holders of shares in the Company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Shares**") to attend and vote at the extraordinary general meeting, the register of members of the Company for the Hong Kong Shares will be closed from Friday, 6 January 2023 to Wednesday, 11 January 2023 (both days inclusive). In order to be eligible to attend and vote at the extraordinary general meeting, all transfers of Hong Kong Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 5 January 2023.
4. Holders of shares in the Company listed on the Main Board of the Shanghai Stock Exchange (the "**RMB Shares**", also known as "**A Shares**") should refer to announcement(s) which the Company may from time to time publish on the websites of the Shanghai Stock Exchange and the Company with respect to extraordinary general meeting arrangements applicable to holders of RMB Shares.
5. In order to comply with the maximum number of persons for group gatherings and/or maximum percentage capacity of the premises as legally permissible on the date of the extraordinary general meeting, the Company will limit attendance of the extraordinary general meeting by shareholders in person. The Company currently expects that the venue will be able to accommodate no more than 100 shareholders, including holders of Hong Kong Shares or their appointed proxies as well as pre-registered holders of RMB Shares or their appointed proxies. **Admission to the venue will be on a "first-come-first-served" basis, and if the number of shareholders exceeds the aforesaid limit, some shareholders may be denied admission and may be requested to leave the venue after completing a poll form outside of the venue.**
6. Persons attending the extraordinary general meeting must comply with legal requirements that may from time to time be applicable to the meeting venue prior to entry to the meeting venue, including the requirements of the "Vaccine Pass Direction" under the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong).
7. The Company will take all practicable precautions to ensure the health and safety of shareholders attending the extraordinary general meeting, **including but not limited to mandatory screening of body temperatures, requiring attendees to bring and wear their own surgical masks, physical distancing, no food or beverage service and no handing out of gifts.**
8. The Company will refuse entry to any persons who do not comply with the aforesaid precautions, whose body temperature is 37.5°C or higher, with flu-like symptoms, under quarantine or having close contact with any person under quarantine.