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ZTE CORPORATION

中興通訊股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 763)

Announcement on Resolutions of the 2023 Annual General Meeting

The Company and all the members of the Board of Directors confirm that all the information contained in this information disclosure is true, accurate and complete and that there is no false and misleading statement or material omission in this information disclosure.

The 2023 Annual General Meeting (the “AGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 28 June 2024. Details in respect of the resolutions and voting results of the AGM are as follows:

I. IMPORTANT NOTICE

1. There were no veto resolutions in the AGM.
2. There were no changing resolutions approved by previous general meetings in the AGM.

II. INFORMATION REGARDING THE CONVENING OF THE AGM

(I) Date and time

1. On-site meeting commenced at 3:00 p.m. on Friday, 28 June 2024.
2. Online voting by A shareholders was conducted on 28 June 2024 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:15 a.m. to 9:25 a.m., from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 28 June 2024; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 9:15 a.m. to 3:00 p.m. on 28 June 2024.

(II) Venue

The on-site meeting was held at the 4th floor of A Wing of the Company’s headquarters in Shenzhen.

(III) Voting method

1. A shareholders voted through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders have voted online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders voted through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

(IV) Convener

The AGM was convened by the Board of Directors of the Company.

(V) Chairman of the AGM

Mr. Li Zixue, the Chairman of the Board of Directors of the Company, presided over the AGM.

(VI) The convening of the AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the Articles of Association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

III. INFORMATION REGARDING ATTENDANCE AT THE AGM

On the record date of the AGM (i.e., 20 June 2024), shares entitling the shareholder to attend and vote on all the resolutions at the AGM are 4,783,251,552 shares, comprising 4,027,749,018 A shares and 755,502,534 H shares.

318 shareholders (or proxies) held 1,373,215,120 shares or 28.71% of the total number of shares carrying voting rights at the AGM of the Company. Of which 311 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 413,535,562 shares or 8.65% of the total number of shares carrying voting rights at the AGM of the Company. There were no shares in the Company which entitled its holders to attend the AGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

Comprising:

(1) Attendance of holders of A shares

317 A shareholders (or proxies) holding 1,190,613,944 shares or 29.56% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the AGM.

Of which: 20 A shareholders (or proxies) holding 1,029,614,378 shares or 25.56% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 297 A shareholders holding 160,999,566 shares or 4.00% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

1 H shareholder (or proxy) holding 182,601,176 shares or 24.17% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

All Directors, Supervisors and senior management of the Company attended the AGM. The witnessing lawyers and the auditors of the Company attended the AGM.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and approved at the AGM by way of a combination of on-site voting and online voting (of which all the ordinary resolutions were approved by votes representing more than one-half of the voting rights held by shareholders attending the AGM; and all the special resolutions were approved by votes representing more than two-thirds of the voting rights held by shareholders attending the AGM. For details of the voting results, please refer to Annex I “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2023 Annual General Meeting”):

Ordinary Resolutions

- 1. Consideration and approval of the “2023 Annual Report (including 2023 financial report of the Company audited by the Auditor)”;**
- 2. Consideration and approval of the “2023 Working Report of the Board of Directors”;**
- 3. Consideration and approval of the “2023 Working Report of the Supervisory Committee”;**
- 4. Consideration and approval of the “2023 Working Report of the President”;**

5. Consideration and approval of the “Final Financial Accounts for 2023”;

6. Consideration and approval of the “Proposal of Profit Distribution for 2023”, with details as follows:

(1) That the Proposal of Profit Distribution for 2023 tabled by the Board of Directors of the Company be approved.

Distribution of RMB6.83 in cash (before tax) for every 10 shares to all shareholders based on the total share capital as at the record date for profit distribution and dividend payment. In the event of changes in the Company’s total share capital after the announcement of the Company’s profit distribution proposal for 2023 but before its implementation, the total share capital shall be readjusted on the basis of the total share capital as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2023 according to the existing proportion for distribution.

(2) That any Directors or the Secretary to the Board of Directors be authorised to deal with matters pertaining to the profit distribution for 2023 in accordance with the law be approved.

7. Consideration and approval of the “Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the Application for Trading Limits for 2024”, with details as follows:

(1) That the Report on the Feasibility Analysis of Hedging Derivatives Trading be approved, and is of the view that the derivatives trading is feasible.

(2) That the Company be authorised by the AGM for hedging derivatives trading with a limit of the equivalent of USD5.3 billion for 2024 be approved (namely, the trading balance at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD5.3 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the AGM to the date on the Company’s 2024 annual general meeting. The details of the limit are as follows:

i. The limit for foreign exchange derivatives trading shall be the equivalent of USD5.0 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future receipts, future receipt and payment forecast and net investment in overseas operations, among others.

ii. The limit for interest rate swap shall be the equivalent of USD0.3 billion, such interest rate swap being used for value protection against foreign currency loans.

(3) That the authorization to the Company's legal representative or the competent representative authorised by the legal representative to sign the derivatives trading agreement and deal with the related matters be approved.

8. Consideration and approval of the “Resolution on the Provision of Guarantee Limits for Subsidiaries for 2024”, with details as follows:

(1) That the provision of performance guarantee limits for 3 subsidiaries for 2024 by the Company be approved, the details of which are as follows:

i. That the provision of performance guarantee with a total amount of not more than USD300 million for 3 subsidiaries including ZTE Corporation Bangladesh LT, ZTE (Thailand) Company Limit, PT. ZTE INDONESIA by the Company on a revolving basis for an effective term commencing from the date on which the said matter is considered and approved at the AGM of the Company and ending on the date of the Company's 2024 annual general meeting be approved.

ii. That the Board of Directors be authorised by the AGM, within the scope and validity of the limits, to make decisions on specific guarantees matters, and the Board of Directors, while obtaining the authorization of the AGM, sub-authorizes the management of the Company to make decisions and timely disclose the guarantee when it occurs.

(2) That the reciprocal provision of guarantee for 2024 among NETAŞ TELEKOMÜ NİKASYON A.Ş. (“Netaş”), a subsidiary of the Company, and its subsidiaries be approved, the details of which are as follows:

i. That the proposed reciprocal provision of joint-liability guarantee among Netaş and its subsidiaries in respect of composite credit facilities sought from financial institutions for an amount of the equivalent of not more than USD115 million to be applied on a revolving basis for an effective period commencing from the date on which the said matter is considered and approved at the AGM and ending on the date of the Company's 2024 annual general meeting be approved.

ii. That Netaş and its subsidiaries be authorised to determine the actual amount and term of guarantee based on negotiations with the financial institutions and actual conditions be approved.

9. Consideration and approval of the “Resolution on Proposed Application of Internal Funds in Entrusted Fund Management for 2024”, with details as follows:;

(1) That the authorisation for the Company to utilize internal funds for the purchase of fund management products with strong safety features, sound liquidity and a medium/low risk profile from financial institutions such as banks, securities companies and fund management companies in 2024 for an amount of not more than RMB20 billion be approved.

(2) The authorisation shall be in force for a period commencing on the date on which it is considered and approved by the AGM and ending on the date on which the 2024 annual general meeting is convened. The funds may be applied on a rolling basis subject to the aforesaid limit and no further Board approval is required for each specific investment.

(3) That the authorization to the Company's legal representative or the competent representative authorised by the legal representative to sign the legal contracts and documents pertaining to the aforesaid financial management transactions be approved.

10. Consideration and approval of the “Resolution on the Appointment of the Auditor for 2024”, with details as follows:

(1) That Ernst & Young Hua Ming LLP be re-appointed as the auditor of the Company's financial report for 2024 and the financial report audit fees be in the amount of RMB8.3 million (including relevant tax expenses but excluding meal expenses) be approved.

(2) That Ernst & Young Hua Ming LLP be re-appointed as the internal control auditor of the Company for 2024 and the internal control audit fees be in the amount of RMB1.26 million (including relevant tax expenses but excluding meal expenses) be approved.

Special Resolutions

11. Consideration and approval of the “Resolution on the Application for General Mandate of the Issuance of Shares for 2024”, with details as follows:

(1) Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period (as defined below), to separately or concurrently allot, issue and deal with additional RMB ordinary shares (A Shares) and overseas-listed foreign shares (H Shares) of the Company (including securities convertible into A Shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

i. Such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

ii. The aggregate nominal amount of the share capital of A Shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the A Shares and H Shares of the Company in issue at the date on which this resolution is passed at the AGM; and

iii. The Board of Directors will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.

(2) For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the AGM until the earliest of:

i. The conclusion of the next annual general meeting of the Company following the passing of this resolution; or

ii. The revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting;

(3) Where the Board of Directors resolves to issue shares (including securities convertible into A Shares and/or H Shares of the Company) pursuant to the general mandate for 2024 as stated under paragraph (1) of this resolution, the Board of Directors be authorised to approve and execute all documents and deeds and handle all matters or to procure the execution of such documents and deeds and the handling of such matters necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the mainland of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and

(4) The Board of Directors be authorised to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new

share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph (1) of this resolution.

12. Consideration and approval of the “Resolution on the Application for Mandate of the Repurchase of A Shares for 2024”, with details as follows:

(1) That the A share repurchase for 2024 (“Share Repurchase”) mandate granted to the Board of Directors be approved. The Share Repurchase shall be used in the employee share ownership schemes or share incentives, or to maintain the Company’s value and shareholder equity, which will be sold through centralized bidding trading and shall be conducted by way of call auction in the share trading system of Shenzhen Stock Exchange. Funds shall be the Company’s internal funds or other funds in compliance with the requirements of laws and regulations. The price of the share repurchase shall be determined and finalised by the Board of Directors as authorised by the general meeting in accordance with pertinent laws and regulations, taking into account a number of factors, such as conditions in the capital market, movements in the share price of the Company and the Company’s financial and operating conditions, among others. The volume to be repurchased shall be determined by the Board of Directors as authorised by the general meeting in accordance with pertinent laws and regulations within the limit of its mandate subject to a cap of 5% of the issued A share capital of the Company as at the date on which the resolution is considered and passed at the general meeting.

(2) In order to capture market opportunities in a timely manner, a mandate granted to the Board of Directors, which may be delegated by the Board of Directors to relevant persons, with full discretion to deal with matters relating to the share repurchase be approved. The scope of the mandate shall include, but not be limited to, the following:

i. To confirm the final plan and terms of repurchase and deal with matters pertaining to the share repurchase in accordance with the provisions of laws, regulations, rules and regulatory documents, taking into account the actual conditions of the Company and the market;

ii. To amend, adjust or determine at its discretion based on prevailing circumstances matters relating to the repurchase plan, including but not limited to: the specific use of the share repurchase, the total repurchase amount, the price of the share repurchase, the volume of the share repurchase, the implementation of the repurchase, or whether the repurchase plan shall proceed or be terminated and the sale of shares, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, rules, regulatory documents, requirements of regulatory authorities and the Articles of Association;

iii. To open a dedicated securities account and other relevant securities accounts for the

repurchase;

iv. To repurchase shares at timings deemed appropriate during the repurchase period, including the timing, price and volume of repurchase;

v. To adjust the repurchase plan and continue to deal with matters pertaining to the share repurchase and the sale of shares in accordance with pertinent laws and regulations and requirements of securities regulatory authorities, taking into account market conditions and the actual conditions of the Company, in the event of new requirements on the policy for share repurchases stipulated under laws and regulations or announced by securities regulatory authorities or changes in market conditions, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, requirements of securities regulatory authorities or the Articles of Association;

vi. To prepare, amend, supplement, execute, deliver, submit and implement all agreements, contracts and documents incurred in the course of the share repurchase and sale of shares and to report as required;

vii. To notify creditors and communicate with creditor to reach debt settlements;

viii. To deal with all other matters that are not stated above but are necessary for the Share Repurchase.

(3) The mandate shall be in effect from the date on which the resolution is considered and passed at the AGM to the earlier of the following: (i) the date on which the 2024 Annual General Meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

The application for the mandate for share repurchase for 2024, seeks to give mandate to the Board of Directors of the Company to deal with matters pertaining to the share repurchase, which does not involve specific plans for share repurchase. Subject to consideration and approval at the AGM, the Company will consider whether to proceed with the repurchase based on factors such as conditions in the capital market, volatility and movement in the Company's share price and incentive effect, among others. In the event of subsequent repurchases, the Company will formulate a specific share repurchase plan and table it to the Board of Directors for consideration and disclosure.

13. Consideration and approval of the “Resolution on the amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of

Shareholders and the Rules of Procedure for Board of Directors Meetings”, with details as follows:

(1) That the amendment of the relevant clause in the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 24. Subsequent to its establishment, the Company shall issue 4,613,434,898 ordinary shares, comprising 755,502,534 H Shares, accounting for 16.38% of the total number of ordinary shares issuable by the Company; and 3,857,932,364 Domestic Shares, accounting for 83.62% of the total number of ordinary shares issuable by the Company.</p>	<p>Article 24. Subsequent to its establishment, the Company shall issue 4,783,251,552 ordinary shares, comprising 755,502,534 H Shares, accounting for 15.79% of the total number of ordinary shares issuable by the Company; and 4,027,749,018 Domestic Shares, accounting for 84.21% of the total number of ordinary shares issuable by the Company.</p>
<p>Article 27. The registered capital of the Company shall be RMB4,613,434,898.</p>	<p>Article 27. The registered capital of the Company shall be RMB4,783,251,552.</p>
<p>Article 67. The general meeting of shareholders shall have the following powers:</p> <p>...</p> <p>17) to consider and approve share incentive schemes; and</p> <p>18) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>	<p>Article 67. The general meeting of shareholders shall have the following powers:</p> <p>...</p> <p>17) to consider and approve share incentive schemes and employee stock ownership schemes; and</p> <p>18) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>
<p>Article 107. The following matters shall be passed by a special resolution at a general meeting of shareholders;</p> <p>1) an increase or reduction of share capital of the Company and the issue of any class of shares, warrants and other similar securities;</p> <p>2) the issue of debentures of the Company;</p> <p>3) the division, merger, change of the form, dissolution and liquidation of the Company;</p> <p>...</p>	<p>Article 107. The following matters shall be passed by a special resolution at a general meeting of shareholders;</p> <p>1) an increase or reduction of share capital of the Company and the issue of any class of shares, warrants and other similar securities;</p> <p>2) the issue of debentures of the Company;</p> <p>3) the division, spin-off, merger, change of the form, dissolution and liquidation of the Company;</p> <p>...</p>
<p>Article 108. When voting at a general meeting of shareholders, a shareholder (including proxies) shall exercise his voting rights based on the number of voting shares represented by him. Each share shall carry one vote, provided that shares of the Company held by the Company shall have no voting rights and shall not be counted in the total number of voting shares represented at the general meeting.</p>	<p>Article 108. When voting at a general meeting of shareholders, a shareholder (including proxies) shall exercise his voting rights based on the number of voting shares represented by him. Each share shall carry one vote, provided that shares of the Company held by the Company shall have no voting rights and shall not be counted in the total number of voting shares represented at the general meeting.</p> <p>Where material matters affecting the interests of minority shareholders are considered at the general meeting, the votes cast by minority shareholders shall be counted separately and results of the separate counting shall be publicly disclosed in a timely manner.</p> <p>Where shares carrying voting rights purchased by shareholders are in violation of pertinent provisions under the Securities Law, voting rights attached to the portion of such shares exceeding the stipulated percentage shall not be exercisable and shall not be counted in the total number of voting</p>

Existing Article	To be amended as
<p>Article 109. The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.</p>	<p>shares represented at the general meeting within a period of thirty-six months following the purchase.</p> <p>Article 109. The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders. The solicitation of shareholders' voting rights by offering payments or payments in disguise is prohibited. Other than as statutorily required, the Company shall not impose minimum shareholding percentages as limits for the solicitation of voting rights.</p>
<p>Article 122. Shareholders attending the general meeting of shareholders shall express their opinion with respect to the motion tabled for resolution as in favour of, against or abstention from voting in respect of such motion.</p> <p>Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, shall be treated in the way that the voters waive their right to vote and the voting results corresponding to the shares in their possession shall be treated as "abstention from voting".</p>	<p>Article 122. Shareholders attending the general meeting of shareholders shall express their opinion with respect to the motion tabled for resolution as in favour of, against or abstention from voting in respect of such motion. Securities registration and clearance agencies shall be the nominal holder of shares held through the stock connect system of the Mainland Chinese and Hong Kong stock markets, unless it has been expressed in accordance with the intention of the actual holder that a declaration will be made.</p> <p>Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, shall be treated in the way that the voters waive their right to vote and the voting results corresponding to the shares in their possession shall be treated as "abstention from voting".</p>
<p>Article 150. The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <ol style="list-style-type: none"> 1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions; 2) being independent as required by laws, administrative regulations and other relevant regulations; 3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations; 4) having not less than five years' working experience in the legal or economic field or other experience necessary to perform the duties of an independent non-executive director; and 5) other qualifications specified by the Articles of Association. 	<p>Article 150. The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <ol style="list-style-type: none"> 1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions; 2) being independent as required by laws, administrative regulations and other relevant regulations; 3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations; 4) having not less than five years' working experience in the legal, accounting or economic field or other experience necessary to perform the duties of an independent non-executive director; 5) having a good personal morality without bad records such as material discredit; and 6) other conditions specified under provisions of the laws, administrative regulations and CSRC,

Existing Article	To be amended as
<p>Article 151. The following persons shall not act as the independent non-executive directors of the Company:</p> <ol style="list-style-type: none"> 1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, parents-in-law, sons or daughters-in-law, spouses of their siblings and siblings of their spouses etc.); 2) natural person shareholders as well as their direct family members who directly or indirectly hold not less than 1% of the issued shares of the Company or who are ranked as the top ten shareholders of the Company; 3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than 5% of the issued shares of the Company or which are ranked as the top five shareholders of the Company; 4) persons who have satisfied the conditions stated in the above three paragraphs within the most recent year; 5) persons who provide financial, legal and consultation services and otherwise to the Company or its subsidiaries; 6) other people specified in the Articles of Association; or 7) other people specified by the CSRC. 	<p>business rules of stock exchanges and the Articles of Association.</p> <p>Article 151. Independent non-executive directors must maintain their independence. The following persons shall not act as the independent non-executive directors of the Company:</p> <ol style="list-style-type: none"> 1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children and parents of spouses of children, etc.); 2) natural person shareholders as well as their direct family members who directly or indirectly hold not less than 1% of the issued shares of the Company or who are ranked as the top ten shareholders of the Company; 3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than 5% of the issued shares of the Company or which are ranked as the top five shareholders of the Company; 4) persons holding positions at subsidiaries of the Company’s controlling shareholder or the person who exercises effective control over the Company and their direct family members; 5) persons involved in substantial business dealings with the Company’s controlling shareholder or the person who exercises effective control over the Company or their respective subsidiaries or persons holding positions at entities involved in substantial business dealings and their controlling shareholders or the person who exercises effective control over the Company; 6) persons providing services such as financial, legal, consulting or sponsorship services to the Company and its controlling shareholder or the person who exercises effective control over the Company or their respective subsidiaries, including but not limited to all members of project teams, vetting personnel at all levels, personnel undersigning reports, partners, directors, senior management and principal officers of the agencies providing the services; 7) persons who have satisfied the conditions stated in the above six paragraphs within the most recent year; 8) other persons specified as not independent persons under provisions of the laws, administrative regulations and CSRC, business rules of stock exchanges and provisions of the Articles of Association.
<p>Article 152. The nomination, election and removal of independent non-executive directors shall be properly conducted according to law as follows:</p> <ol style="list-style-type: none"> 1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the 	<p>Article 152. The nomination, election and removal of independent non-executive directors shall be properly conducted according to law as follows:</p> <ol style="list-style-type: none"> 1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the

Existing Article	To be amended as
<p>Company's shares, and shall be elected by the general meetings of shareholders.</p> <p>2) Before nominating a candidate for election as an independent non-executive director, the nominator shall first obtain the consent of the nominee and shall have a full understanding of the nominee's qualifications, educational background, profession, detailed working experience and all other positions undertaken on a part-time basis and shall also be responsible for providing his opinion in connection with the qualifications and independence of such nominee acting as an independent non-executive director. The nominee shall make a public statement that there does not exist any relationship between himself and the Company which may influence his independent objective judgment.</p> <p>The Board of Directors of the Company shall make a public announcement in respect of such content set forth above prior to holding the general meeting for election of independent non-executive directors.</p> <p>3) Before a general meeting of shareholders is held to elect independent non-executive directors, the Company shall simultaneously submit relevant materials regarding all nominees to the CSRC, the local residence office of the CSRC at the place where the Company is located, and the stock exchanges on which the Company's shares are listed. If the Board of Directors objects to the qualifications of the nominees, a written opinion of the Board of Directors in connection therewith shall also be submitted at the same time.</p> <p>The CSRC shall examine and verify the qualifications and independence of an independent non-executive director within fifteen working days. If the CSRC has an objection to a nominee, such nominee may be a candidate for election as a director of the Company, but not a candidate for election as an independent non-executive director.</p> <p>When convening a general meeting of shareholders to elect independent non-executive directors, the Board of Directors of the Company shall explain whether the CSRC had any objection to any of the candidates being elected as independent non-executive directors.</p> <p>4) Each term of office of the independent non-executive directors shall be the same as those of the other directors. The term of an independent non-executive director may be renewed upon re-election and re-appointment after the expiration of his term, provided the renewal period shall not exceed six (6) years.</p> <p>5) If an independent non-executive director fails to attend three consecutive board meetings in person, the Board of Directors shall propose at the general meeting that such independent non-executive director be removed.</p> <p>Except for circumstances described above and those set out in the Company Law relating to the prohibition of a person to act as a director, an independent non-executive director shall not be removed, without</p>	<p>Company's shares, and shall be elected by the general meetings of shareholders.</p> <p>An investor protection agency established in accordance with the law may publicly request shareholders to appoint it to exercise on their behalf the right to nominate independent non-executive directors.</p> <p>A nominator under paragraph 1) shall not nominate as candidates for independent non-executive directors persons who share a stake with him / her or closely associated persons who may otherwise affect the independent performance of duties.</p> <p>2) Before nominating a candidate for election as an independent non-executive director, the nominator shall first obtain the consent of the nominee and shall have a full understanding of the nominee's qualifications, educational background, profession, detailed working experience and all other positions undertaken on a part-time basis, whether he / she is subject to bad records such as material discredit and shall also be responsible for providing his opinion in connection with the qualifications and independence of such nominee acting as an independent non-executive director. The nominee shall issue a public statement in respect of his / her compliance with the condition of independence and other conditions for acting as an independent non-executive director.</p> <p>The Board of Directors of the Company shall make a public announcement in respect of such content set forth above prior to holding the general meeting for election of independent non-executive directors.</p> <p>3) The Company's Nomination Committee shall conduct vetting on the eligibility of the nominees for appointment and form a categorical vetting opinion. Prior to the convening of the general meeting for the election of independent non-executive directors, the Company shall submit relevant information of all candidates for independent non-executive directors to the stock exchange, which information submitted shall be true, accurate and complete.</p> <p>The stock exchange shall conduct vetting on the relevant information of the independent non-executive directors and determine with prudence whether the candidates for independent non-executive directors are eligible for appointment, and shall have the right to express dissent. The Company shall not enter candidates for independent non-executive directors against which the stock exchange has expressed dissent for election at the general meeting.</p> <p>When convening a general meeting of shareholders to elect independent non-executive directors, the Board of Directors of the Company shall explain whether the stock exchange had any objection to any of the candidates being elected as independent non-executive directors.</p>

Existing Article	To be amended as
<p>cause, from his office before the expiration of his term of office.</p> <p>Where an independent non-executive director is removed from office prior to its expiration, the Company shall make special disclosure in relation thereto. The removed independent non-executive director may make a public statement if he believes that he has been improperly removed from his office.</p> <p>6) Independent non-executive directors may resign prior to the expiration of their term of office. If an independent non-executive director resigns from his office, he shall submit a written notice of his resignation to the Board of Directors and provide an explanation of the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the notice of the shareholders and creditors of the Company.</p> <p>Where the resignation of an independent non-executive director results in the Board of Directors having less than the minimum number of directors or independent non-executive directors required by law or the Articles of Association, that independent non-executive director must continue to perform his duties pursuant to the laws, administrative regulations and the Articles of Association until the replacement independent non-executive director takes office. The Board of Directors shall convene a general meeting to elect a replacement independent non-executive director within two months. Where a general meeting is not convened within the period, the resigning independent non-executive director need not continue to perform his duties.</p> <p>7) No independent non-executive director shall be removed from office without proper reason before expiration of his term of office. If an independent non-executive director is dismissed before expiration of his term, the Company shall disclose such removal as a special matter.</p>	<p>4) Where two or more independent non-executive directors are elected at general meeting of the Company, a cumulative voting system shall be adopted. The votes cast by minority shareholders shall be separately counted and disclosed.</p> <p>5) Each term of office of the independent non-executive directors shall be the same as those of the other directors. The term of an independent non-executive director may be renewed upon re-election and re-appointment after the expiration of his term, provided the renewal period shall not exceed six (6) years.</p> <p>6) Independent non-executive directors shall attend Board of Directors meetings in person. An independent non-executive director who is unable to attend the meeting for a reason shall review the meeting materials beforehand and form a categorical opinion and appoint in writing another independent non-executive director to attend on his / her behalf.</p> <p>An independent non-executive director who fails to attend the Board of Directors meetings in person for two consecutive times without appointing other independent non-executive directors to attend on his / her half shall be removed from his / her duties as independent non-executive director at a general meeting proposed to be convened by the Company within thirty days after the occurrence of the aforesaid.</p> <p>7) An independent non-executive director may be removed from his / her duties by the Company in accordance with legal procedures prior to the conclusion of his / her term of office. In the event of early termination of the duties of an independent non-executive director, the Company shall disclose the specific reasons and bases in a timely manner. The Company shall disclose in a timely manner any dissent of such independent non-executive director. An independent non-executive directors that does not meet the requirements of 1) or 2) under Article 150 of the Articles of Association shall immediately cease performing his / her duties and resign from the position. Where no resignation has been rendered, the Board of Directors shall forthwith remove him / her from his / her duties after the occurrence of such event has, or should have, come to its attention.</p> <p>In the event of resignation or removal from duties under circumstances set out in the foregoing paragraph resulting in the ratio of independent non-executive directors at the Board of Directors or the specialist committees thereunder not meeting the requirement under the laws or the Articles of Association or the absence of any accounting professional amongst the independent non-executive directors, the Company shall complete a by-election within sixty days from the occurrence of the aforesaid event.</p> <p>8) Independent non-executive directors may resign</p>

Existing Article	To be amended as
	<p>prior to the expiration of their term of office. If an independent non-executive director resigns from his office, he shall submit a written notice of his resignation to the Board of Directors and provide an explanation of the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the notice of the shareholders and creditors of the Company. The Company shall disclose the reasons for and matters of concern relating to the resignation of independent non-executive directors. If the resignation of an independent non-executive director will result in the ratio of independent non-executive directors at the Board of Directors or the specialist committees thereunder not meeting the requirement under the laws or the Articles of Association or the absence of any accounting professional amongst the independent non-executive directors, the independent non-executive director who is set to resign shall continue to perform his / her duties until the date on which a new independent non-executive director is appointed. The Company shall complete a by-election within sixty days from the date on which the independent non-executive director renders his / her resignation.</p>
<p>Article 153. An independent non-executive director shall perform his duties independently without being influenced by a substantial shareholder, a person who exercises effective control of the Company or a unit or individual who or which have an interest in the Company, its controlling shareholders, or a person who exercises effective control over the Company. In order to fully utilize his function, an independent non-executive director shall, apart from the powers conferred on directors under the Company Law and other relevant laws and regulations and the Articles of Association, also have the following special functions and powers:</p> <ol style="list-style-type: none"> 1) to approve, before submitting to the Board of Directors for consideration, proposed material connected transactions, or appointment or dismissal of accountants before submitting to the Board of Directors for consideration; 2) to propose to the Board of Directors to convene an extraordinary general meeting; 3) to propose to convene the board meeting; and 4) to solicit votes from shareholders prior to the general meeting of shareholders. <p>When exercising their functions and powers referred to above, independent non-executive directors shall obtain the consent of not less than half of the total number of independent non-executive directors. Subject to the consent of all independent non-executive directors, independent non-executive directors may independently engage external auditors and advisers, with relevant fees paid by the Company, to review and provide advice on specific matters. If the proposals set out above are not adopted or such functions and powers as set forth above cannot be</p>	<p>Article 153. An independent non-executive director shall perform his duties independently without being influenced by a substantial shareholder, a person who exercises effective control of the Company or a unit or individual who or which have an interest in the Company, its controlling shareholders, or a person who exercises effective control over the Company. Independent non-executive directors shall diligently perform the following duties in accordance with the provisions of the law, administrative regulations and the Articles of Association:</p> <ol style="list-style-type: none"> 1) To participate in the decision-making of the Board of Directors and express categorical opinions on matters considered; 2) To carry out supervision on potential material conflict of interest between the Company and its controlling shareholder, the person who exercise effective control over the Company, directors or senior management and to procure that the decisions of the Board of Directors are in the interest of the Company as a whole, and in particular protecting the lawful rights and interests of minority shareholders; 3) To furnish professional and objective suggestions for the Company's operations and development to facilitate enhancement of the decision-making standard of the Board of Directors; 4) Other duties stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association.

Existing Article	To be amended as
<p>exercised under normal circumstances, the Company shall disclose the relevant circumstances.</p> <p>The criteria for determining a “material connected transaction” shall be interpreted by reference to the relevant rules and regulations of the CSRC, the SZSE, and the SEHK.</p>	<p>In order to fully utilize his function, an independent non-executive director shall, apart from the powers conferred on directors under the Company Law and other relevant laws and regulations and the Articles of Association, also have the following special functions and powers:</p> <ol style="list-style-type: none"> 1) To independently engage intermediary agencies to conduct audit, consultation or checks on matters of the Company; 2) To request the Board of Directors to convene extraordinary general meetings; 3) To propose the convening of Board of Directors meetings; 4) To publicly solicit shareholders’ rights from shareholders pursuant to the law; 5) To express independent opinions on matters that might compromise the interests of the listed company or minority shareholders; 6) Other powers stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association. <p>The exercise of the special powers under 1) to 3) above by the independent non-executive directors shall require approval by the majority of all independent non-executive directors.</p> <p>In the event of the exercise of the aforesaid special powers by the independent non-executive directors, the Company shall make disclosure in a timely manner. Where the aforesaid powers cannot be exercised in a normal manner, the Company shall disclose the details and reasons.</p>
<p>Article 154. Independent non-executive directors shall express their independent opinion with respect to major matters of the Company. Apart from the duties set forth above, independent non-executive directors shall also express their independent opinion on the following major matters to the Board of Directors or at a general meeting of shareholders:</p> <ol style="list-style-type: none"> 1) nomination or removal of directors; 2) appointment or removal of senior officers; 3) the remuneration of directors and senior officers; 4) where the Board of Directors fails to produce its profit distribution plan by cash; 5) matters which the independent non-executive directors believe may impair the rights and interests of minority shareholders; 6) any other matters which the CSRC, SZSE and SEHK requires independent non-executive director to issue an independent opinion; and 7) any other matters required by the Articles of Association. <p>Independent non-executive directors shall give one of the following opinions in relation to the above matters: agree; qualified opinion and reasons therefor; oppose and reasons therefor; unable to form an opinion and the impediments to doing so.</p> <p>If the matter is a matter requiring disclosure, the Company shall announce the opinions of the independent non-executive directors. If the</p>	<p>Article 154. The following matters shall be submitted to the Board of Directors for consideration after approval by the majority of all independent non-executive directors of the Company:</p> <ol style="list-style-type: none"> 1) Connected transaction which shall be disclosed; 2) Plans involving change or waiver of undertaking by the Company and relevant parties; 3) Decisions and measures adopted by the board of directors of an acquiree in respect of the acquisition; 4) Other matters stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association. <p>The Company shall convene meetings to be attended by independent non-executive directors only (“Independent Directors’ Meeting”) on a regular basis or from time to time. 1) – 3) under the special authority set out in Article 153 of the Articles of Association and matters set out in the foregoing paragraph shall be subject to consideration by the Independent Directors’ Meeting. The Independent Directors’ Meeting may also deliberate on other matters of the Company as may be required.</p>

Existing Article	To be amended as
<p>independent non-executive directors are divided and are unable to provide a unanimous opinion, the Board of Directors shall separately disclose the opinions of each independent non-executive director. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>The Independent Directors' Meeting shall be convened and presided over by an independent non-executive director elected by the majority of the independent non-executive directors; in the event that the convener does not or is unable to perform his / her duties, two or more independent non-executive directors may unilaterally convene and elect one representative to preside over the meeting.</p>
<p>Article 158. The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <p>...</p> <p>13) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, provision of other guarantees, entrusted asset management and connected transactions by the Company within the scope of authority conferred by the general meeting;</p> <p>...</p> <p>19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>...</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period; 3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period; 5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>...</p>	<p>Article 158. The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers:</p> <p>...</p> <p>13) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, provision of other guarantees, entrusted asset management, connected transactions and donations to third parties by the Company within the scope of authority conferred by the general meeting;</p> <p>...</p> <p>19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>20) to approve donations to third parties with an amount less than 5% of the Company's most recently audited net asset value;</p> <p>...</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period; 3. amount of guarantee provided by the Company within one year exceeds 30% of the Company's audited total assets for the most recent period; 4. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 5. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period; 6. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 7. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>...</p>

Existing Article	To be amended as
<p>Article 161. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to oversee the internal audit system of the Company and its implementation; 3. to be responsible for the communications between the internal auditor and the external auditor; 4. to examine and verify the financial information of the Company and the disclosure thereof; and 5. to examine the internal control system of the Company. <p>...</p> <p>3) Major responsibilities of the remuneration and evaluation committee are:</p> <ol style="list-style-type: none"> 1. to consider the standards of evaluation of directors, president and other senior officers, to conduct evaluation and to provide recommendations in connection therewith; and 2. to consider and develop the remuneration policies and proposals for the directors, president and other senior officers. 	<p>Article 161. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to propose the appointment or dismissal of the Company's chief financial officer; 3. to oversee the internal audit system of the Company and its implementation; 4. to be responsible for the communications between the internal auditor and the external auditor; 5. to examine and verify the financial information of the Company and the disclosure thereof; 6. to examine the internal control system of the Company; and 7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error. <p>...</p> <p>3) Major responsibilities of the remuneration and evaluation committee are:</p> <ol style="list-style-type: none"> 1. to consider the standards of evaluation of directors, president and other senior officers, to conduct evaluation and to provide recommendations in connection therewith; 2. to consider and develop the remuneration policies and proposals for the directors, president and other senior officers; 3. to formulate or vary share option incentive schemes, employee stock ownership schemes and other matters related to share scheme, grant of entitlements to scheme participants and fulfillment of exercise conditions; and 4. to consider the arrangement of share ownership schemes at subsidiaries proposed to be spin-off for directors and senior management.

(2) That the amendment of the Rules of Procedure for General Meetings of Shareholders in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 2. The general meeting of shareholders shall have the following powers:</p> <p>...</p> <p>17) to consider and approve share incentive schemes; and</p> <p>18) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>	<p>Article 2. The general meeting of shareholders shall have the following powers:</p> <p>...</p> <p>17) to consider and approve share incentive schemes and employee stock ownership schemes; and</p> <p>18) to decide on other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders in general meetings.</p>
<p>Article 43. When voting at a general meeting of shareholders, a shareholder (including proxies) shall exercise his voting rights based on the number of voting shares represented by him. Each share shall</p>	<p>Article 43. When voting at a general meeting of shareholders, a shareholder (including proxies) shall exercise his voting rights based on the number of voting shares represented by him. Each share shall carry one vote, provided that shares of the Company</p>

Existing Article	To be amended as
<p>carry one vote, provided that shares of the Company held by the Company shall have no voting rights and shall not be counted in the total number of voting shares represented at the general meeting.</p>	<p>held by the Company shall have no voting rights and shall not be counted in the total number of voting shares represented at the general meeting. Where material matters affecting the interests of minority shareholders are considered at the general meeting, the votes cast by minority shareholders shall be counted separately and results of the separate counting shall be publicly disclosed in a timely manner. Where shares carrying voting rights purchased by shareholders are in violation of pertinent provisions under the Securities Law, voting rights attached to the portion of such shares exceeding the stipulated percentage shall not be exercisable and shall not be counted in the total number of voting shares represented at the general meeting within a period of thirty-six months following the purchase.</p>
<p>Article 50. The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.</p>	<p>Article 50. The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders. The solicitation of shareholders' voting rights by offering payments or payments in disguise is prohibited. Other than as statutorily required, the Company shall not impose minimum shareholding percentages as limits for the solicitation of voting rights.</p>
<p>Article 53. The following matters shall be passed by a special resolution at a general meeting of shareholders; 1) an increase or reduction of share capital of the Company and the issue of any class of shares, warrants and other similar securities; 2) the issue of debentures of the Company; 3) the division, merger, change of the form, dissolution and liquidation of the Company; ...</p>	<p>Article 53. The following matters shall be passed by a special resolution at a general meeting of shareholders; 1) an increase or reduction of share capital of the Company and the issue of any class of shares, warrants and other similar securities; 2) the issue of debentures of the Company; 3) the division, spin-off, merger, change of the form, dissolution and liquidation of the Company; ...</p>
<p>Article 66. Shareholders attending the general meeting of shareholders shall express their opinion with respect to the motion tabled for resolution as in favour of, against or abstention from voting in respect of such motion. Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, shall be treated in the way that the voters waive their right to vote and the voting results corresponding to the shares in their possession shall be treated as “abstention from voting”.</p>	<p>Article 66. Shareholders attending the general meeting of shareholders shall express their opinion with respect to the motion tabled for resolution as in favour of, against or abstention from voting in respect of such motion. Securities registration and clearance agencies shall be the nominal holder of shares held through the stock connect system of the Mainland Chinese and Hong Kong stock markets, unless it has been expressed in accordance with the intention of the actual holder that a declaration will be made. Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, shall be treated in the way that the voters waive their right to vote and the voting results corresponding to the shares in their possession shall be treated as “abstention from</p>

Existing Article	To be amended as
<p>Article 81. The Authorization of Board of Directors by the general meeting of shareholders mainly includes as follows:</p> <p>...</p> <p>1) to approve the acquisition, disposal or lease of assets in an amount which is less than 10% of the most recent audited net asset value of the Company;</p> <p>2) to approve matters in connection with the provision of guarantee to a third party in an amount which is less than 10% of the most recent audited net asset value of the Company (including but not limited to such guarantee as in form of security, charge, pledge, lien and deposit);</p> <p>3) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value.</p> <p>Matters involving an amount which is not less than such limits as set out in the above shall be considered and adopted at a general meeting.</p>	<p>voting”.</p> <p>Article 81. The Authorization of Board of Directors by the general meeting of shareholders mainly includes as follows:</p> <p>...</p> <p>1) to approve the acquisition, disposal or lease of assets in an amount which is less than 10% of the most recent audited net asset value of the Company;</p> <p>2) to approve matters in connection with the provision of guarantee to a third party in an amount which is less than 10% of the most recent audited net asset value of the Company (including but not limited to such guarantee as in form of security, charge, pledge, lien and deposit);</p> <p>3) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>4) to approve donations to third parties with an amount less than 5% of the Company's most recently audited net asset value.</p> <p>Matters involving an amount which is not less than such limits as set out in the above shall be considered and adopted at a general meeting.</p>

(3) That the amendment of the Rules of Procedure for Board of Directors Meetings in accordance with the law be approved, the details of which are set out as follows:

Existing Article	To be amended as
<p>Article 2. The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>13) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, provision of other guarantees, entrusted asset management and connected transactions by the Company within the scope of authority conferred by the general meeting;</p> <p>...</p> <p>19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>...</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p>	<p>Article 2. The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>13) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, provision of other guarantees, entrusted asset management, connected transactions and donations to third parties by the Company within the scope of authority conferred by the general meeting;</p> <p>...</p> <p>19) to approve to conduct an external investment which is related to the principal business of the Company and is less than 10% of the Company's most recently audited net asset value, or an external investment which is outside the principal business of the Company and is less than 5% of the Company's most recently audited net asset value;</p> <p>20) to approve donations to third parties with an amount less than 5% of the Company's most recently audited net asset value;</p> <p>...</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same</p>

Existing Article	To be amended as
<p>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</p> <p>2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period;</p> <p>3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</p> <p>4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period;</p> <p>5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</p> <p>6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</p> <p>...</p>	<p>have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <p>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</p> <p>2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period;</p> <p>3. amount of guarantee provided by the Company within one year exceeds 30% of the Company's audited total assets for the most recent period;</p> <p>4. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</p> <p>5. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period;</p> <p>6. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</p> <p>7. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</p> <p>...</p>
<p>Article 19. The independent non-executive directors of the Company shall be appointed in the following basic conditions:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p> <p>2) being independent as required by laws, administrative regulations and other relevant regulations;</p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years' working experience in the legal or economic field or other experience necessary to perform the duties of an independent non-executive director; and</p> <p>...</p>	<p>Article 19. The independent non-executive directors of the Company shall be appointed in the following basic conditions:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p> <p>2) being independent as required by laws, administrative regulations and other relevant regulations;</p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years' working experience in the legal, accounting or economic field or other experience necessary to perform the duties of an independent non-executive director;</p> <p>5) having a good personal morality without bad records such as material discredit;</p> <p>...</p>
<p>Article 20. The following persons shall not act as the independent non-executive directors of the Company:</p> <p>1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, parents-in-law, sons or daughters-in-law, spouses of their siblings and siblings of their spouses etc.);</p> <p>2) natural person shareholders as well as their direct</p>	<p>Article 20. Independent non-executive directors shall maintain their independence. The following persons shall not act as the independent non-executive directors of the Company:</p> <p>1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of</p>

Existing Article	To be amended as
<p>family members who directly or indirectly hold not less than 1% of the issued shares of the Company or who are ranked as the top ten shareholders of the Company;</p> <p>3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than 5% of the issued shares of the Company or which are ranked as the top five shareholders of the Company;</p> <p>4) persons who have satisfied the conditions stated in the above three paragraphs within the most recent year;</p> <p>5) persons who provide financial, legal and consultation services and otherwise to the Company or its subsidiaries;</p> <p>6) other people specified in the Articles of Association; or</p> <p>7) other people specified by the CSRC.</p>	<p>children and parents of spouses of children, etc.);</p> <p>2) natural person shareholders as well as their direct family members who directly or indirectly hold not less than 1% of the issued shares of the Company or who are ranked as the top ten shareholders of the Company;</p> <p>3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than 5% of the issued shares of the Company or which are ranked as the top five shareholders of the Company;</p> <p>4) Persons holding positions at subsidiaries of the Company’s controlling shareholder or the person who exercises effective control over the Company and their direct family members;</p> <p>5) Persons involved in substantial business dealings with the Company’s controlling shareholder or the person who exercises effective control over the Company or their respective subsidiaries or persons holding positions at entities involved in substantial business dealings and their controlling shareholders or the person who exercises effective control over the Company;</p> <p>6) Persons providing services such as financial, legal, consulting or sponsorship services to the Company and its controlling shareholder or the person who exercises effective control over the Company or their respective subsidiaries, including but not limited to all members of project teams, vetting personnel at all levels, personnel undersigning reports, partners, directors, senior management and principal officers of the agencies providing the services;</p> <p>7) persons who have satisfied the conditions stated in the above six paragraphs within the most recent year;</p> <p>8) other persons specified as not independent persons under provisions of the laws, administrative regulations and CSRC, business rules of stock exchanges and provisions of the Articles of Association.</p>
<p>Article 21. The appointment and removal of independent non-executive directors</p> <p>1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the Company’s shares, and shall be elected by the general meetings of shareholders.</p> <p>2) Before nominating a candidate for election as an independent non-executive director, the nominator shall first obtain the consent of the nominee and shall have a full understanding of the nominee’s qualifications, educational background, profession, detailed working experience and all other positions undertaken on a part-time basis and shall also be responsible for providing his opinion in connection with the qualifications and independence of such nominee acting as an independent non-executive director. The nominee shall make a public statement</p>	<p>Article 21. The appointment and removal of independent non-executive directors</p> <p>1) Candidates for independent non-executive directors may be nominated by the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding not less than one 1% of the Company’s shares, and shall be elected by the general meetings of shareholders.</p> <p>An investor protection agency established in accordance with the law may publicly request shareholders to appoint it to exercise on their behalf the right to nominate independent non-executive directors.</p> <p>A nominator under paragraph 1) shall not nominate as candidates for independent non-executive directors persons who share a stake with him / her or closely associated persons who may otherwise affect the independent performance of duties.</p>

Existing Article	To be amended as
<p>that there does not exist any relationship between himself and the Company which may influence his independent objective judgment.</p> <p>The Board of Directors of the Company shall make a public announcement in respect of such content set forth above prior to holding the general meeting for election of independent non-executive directors.</p> <p>3) Before a general meeting of shareholders is held to elect independent non-executive directors, the Company shall simultaneously submit relevant materials regarding all nominees to the CSRC, the local residence office of the CSRC at the place where the Company is located, and the stock exchanges on which the Company's shares are listed. If the Board of Directors objects to the qualifications of the nominees, a written opinion of the Board of Directors in connection therewith shall also be submitted at the same time.</p> <p>The CSRC shall examine and verify the qualifications and independence of an independent non-executive director within fifteen working days. If the CSRC has an objection to a nominee, such nominee may be a candidate for election as a director of the Company, but not a candidate for election as an independent non-executive director.</p> <p>When convening a general meeting of shareholders to elect independent non-executive directors, the Board of Directors of the Company shall explain whether the CSRC had any objection to any of the candidates being elected as independent non-executive directors.</p> <p>4) Each term of office of the independent non-executive directors shall be the same as those of the other directors. The term of an independent non-executive director may be renewed upon re-election and re-appointment after the expiration of his term, provided the renewal period shall not exceed six (6) years.</p> <p>5) If an independent non-executive director fails to attend three consecutive board meetings in person, the Board of Directors shall propose at the general meeting that such independent non-executive director be removed.</p> <p>Except for circumstances described above and those set out in the Company Law relating to the prohibition of a person to act as a director, an independent non-executive director shall not be removed, without cause, from his office before the expiration of his term of office.</p> <p>Where an independent non-executive director is removed from office prior to its expiration, the Company shall make special disclosure in relation thereto. The removed independent non-executive director may make a public statement if he believes that he has been improperly removed from his office.</p> <p>6) Independent non-executive directors may resign prior to the expiration of their term of office. If an independent non-executive director resigns from his office, he shall submit a written notice of his resignation to the Board of Directors and provide an</p>	<p>2) Before nominating a candidate for election as an independent non-executive director, the nominator shall first obtain the consent of the nominee and shall have a full understanding of the nominee's qualifications, educational background, profession, detailed working experience and all other positions undertaken on a part-time basis, whether he / she is subject to bad records such as material discredit and shall also be responsible for providing his opinion in connection with the qualifications and independence of such nominee acting as an independent non-executive director. The nominee shall issue a public statement in respect of his / her compliance with the condition of independence and other conditions for acting as an independent non-executive director.</p> <p>The Board of Directors of the Company shall make a public announcement in respect of such content set forth above prior to holding the general meeting for election of independent non-executive directors.</p> <p>3) The Company's Nomination Committee shall conduct vetting on the eligibility of the nominees for appointment and form a categorical vetting opinion. Prior to the convening of the general meeting for the election of independent non-executive directors, the Company shall submit relevant information of all candidates for independent non-executive directors to the stock exchange, which information submitted shall be true, accurate and complete. The stock exchange shall conduct vetting on the relevant information of the independent non-executive directors and determine with prudence whether the candidates for independent non-executive directors are eligible for appointment, and shall have the right to express dissent. The Company shall not enter candidates for independent non-executive directors against which the stock exchange has expressed dissent for election at the general meeting.</p> <p>When convening a general meeting of shareholders to elect independent non-executive directors, the Board of Directors of the Company shall explain whether the CSRC had any objection to any of the candidates being elected as independent non-executive directors.</p> <p>4) Where two or more independent non-executive directors are elected at general meeting of the Company, a cumulative voting system shall be adopted. The votes cast by minority shareholders shall be separately counted and disclosed.</p> <p>5) Each term of office of the independent non-executive directors shall be the same as those of the other directors. The term of an independent non-executive director may be renewed upon re-election and re-appointment after the expiration of his term, provided the renewal period shall not exceed six (6) years.</p> <p>6) Independent non-executive directors shall attend Board of Directors meetings in person. An</p>

Existing Article	To be amended as
<p>explanation of the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the notice of the shareholders and creditors of the Company.</p> <p>Where the resignation of an independent non-executive director results in the Board of Directors having less than the minimum number of directors or independent non-executive directors required by law or the Articles of Association, that independent non-executive director must continue to perform his duties pursuant to the laws, administrative regulations and the Articles of Association until the replacement independent non-executive director takes office. The Board of Directors shall convene a general meeting to elect a replacement independent non-executive director within two months. Where a general meeting is not convened within the period, the resigning independent non-executive director need not continue to perform his duties.</p> <p>7) No independent non-executive director shall be removed from office without proper reason before expiration of his term of office. If an independent non-executive director is dismissed before expiration of his term, the Company shall disclose such removal as a special matter.</p>	<p>independent non-executive director who is unable to attend the meeting for a reason shall review the meeting materials beforehand and form a categorical opinion and appoint in writing another independent non-executive director to attend on his / her behalf.</p> <p>An independent non-executive director who fails to attend the Board of Directors meetings in person for two consecutive times without appointing other independent non-executive directors to attend on his / her half shall be removed from his / her duties as independent non-executive director at a general meeting proposed to be convened by the Company within thirty days after the occurrence of the aforesaid.</p> <p>7) An independent non-executive director may be removed from his / her duties by the Company in accordance with legal procedures prior to the conclusion of his / her term of office. In the event of early termination of the duties of an independent non-executive director, the Company shall disclose the specific reasons and bases in a timely manner. The Company shall disclose in a timely manner any dissent of such independent non-executive director. An independent non-executive directors that does not meet the requirements of 1) or 2) under Article 19 of the Rules of Procedure shall immediately cease performing his / her duties and resign from the position. Where no resignation has been rendered, the Board of Directors shall forthwith remove him / her from his / her duties after the occurrence of such event has, or should have, come to its attention.</p> <p>In the event of resignation or removal from duties under circumstances set out in the foregoing paragraph resulting in the ratio of independent non-executive directors at the Board of Directors or the specialist committees thereunder not meeting the requirement under the laws or the Articles of Association or the absence of any accounting professional amongst the independent non-executive directors, the Company shall complete a by-election within sixty days from the occurrence of the aforesaid event.</p> <p>8) Independent non-executive directors may resign prior to the expiration of their term of office. If an independent non-executive director resigns from his office, he shall submit a written notice of his resignation to the Board of Directors and provide an explanation of the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the notice of the shareholders and creditors of the Company. The Company shall disclose the reasons for and matters of concern relating to the resignation of independent non-executive directors. If the resignation of an independent non-executive director will result in the ratio of independent non-executive directors at the Board of Directors or the specialist committees thereunder not meeting</p>

Existing Article	To be amended as
<p>Article 22. Special powers of independent non-executive directors</p> <p>An independent non-executive director shall perform his duties independently without being influenced by a substantial shareholder, a person who exercises effective control of the Company or a unit or individual who or which have an interest in the Company, its controlling shareholders, or a person who exercises effective control over the Company.</p> <p>In order to fully utilize his function, an independent non-executive director shall, apart from the powers conferred on directors under the Company Law and other relevant laws and regulations and the Articles of Association, also have the following special functions and powers:</p> <ol style="list-style-type: none"> 1) to approve, before submitting to the Board of Directors for consideration, proposed material connected transactions, or appointment or dismissal of accountants before submitting to the Board of Directors for consideration; 2) to propose to the Board of Directors to convene an extraordinary general meeting; 3) to propose to convene the board meeting; and 4) to solicit votes from shareholders prior to the general meeting of shareholders. <p>When exercising their functions and powers referred to above, independent non-executive directors shall obtain the consent of not less than half of the total number of independent non-executive directors.</p> <p>Subject to the consent of all independent non-executive directors, independent non-executive directors may independently engage external auditors and advisers, with relevant fees paid by the Company, to review and provide advice on specific matters.</p> <p>If the proposals set out above are not adopted or such functions and powers as set forth above cannot be exercised under normal circumstances, the Company shall disclose the relevant circumstances.</p> <p>The criteria for determining a “material connected transaction” shall be interpreted by reference to the relevant rules and regulations of the CSRC, the SZSE, and the SEHK.</p>	<p>the requirement under the laws or the Articles of Association or the absence of any accounting professional amongst the independent non-executive directors, the independent non-executive director who is set to resign shall continue to perform his / her duties until the date on which a new independent non-executive director is appointed. The Company shall complete a by-election within sixty days from the date on which the independent non-executive director renders his / her resignation.</p> <p>Article 22. Special powers of independent non-executive directors</p> <p>An independent non-executive director shall perform his duties independently without being influenced by a substantial shareholder, a person who exercises effective control of the Company or a unit or individual who or which have an interest in the Company, its controlling shareholders, or a person who exercises effective control over the Company.</p> <p>Independent non-executive directors shall diligently perform the following duties in accordance with the provisions of the law, administrative regulations and the Articles of Association:</p> <ol style="list-style-type: none"> 1) To participate in the decision-making of the Board of Directors and express categorical opinions on matters considered; 2) To carry out supervision on potential material conflict of interest between the Company and its controlling shareholder, the person who exercise effective control over the Company, directors or senior management and to procure that the decisions of the Board of Directors are in the interest of the Company as a whole, and in particular protecting the lawful rights and interests of minority shareholders; 3) To furnish professional and objective suggestions for the Company’s operations and development to facilitate enhancement of the decision-making standard of the Board of Directors; 4) Other duties stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association. <p>In order to fully utilize his function, an independent non-executive director shall, apart from the powers conferred on directors under the Company Law and other relevant laws and regulations and the Articles of Association, also have the following special functions and powers:</p> <ol style="list-style-type: none"> 1) To independently engage intermediary agencies to conduct audit, consultation or checks on matters of the Company; 2) To request the Board of Directors to convene extraordinary general meetings; 3) To propose the convening of Board of Directors

Existing Article	To be amended as
	<p>meetings;</p> <p>4) To publicly solicit shareholders' rights from shareholders pursuant to the law;</p> <p>5) To express independent opinions on matters that might compromise the interests of the listed company or minority shareholders;</p> <p>6) Other powers stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association.</p> <p>The exercise of the special powers under 1) to 3) above by the independent non-executive directors shall require approval by the majority of all independent non-executive directors.</p> <p>In the event of the exercise of the aforesaid special powers by the independent non-executive directors, the Company shall make disclosure in a timely manner. Where the aforesaid powers cannot be exercised in a normal manner, the Company shall disclose the details and reasons.</p>
<p>Article 23. Independent non-executive directors shall express their independent opinion with respect to major matters of the Company. Apart from the duties set forth above, independent non-executive directors shall also express their independent opinion on the following major matters to the Board of Directors or at a general meeting of shareholders:</p> <p>1) nomination or removal of directors;</p> <p>2) appointment or removal of senior officers;</p> <p>3) the remuneration of directors and senior officers;</p> <p>4) where the Board of Directors fails to produce its profit distribution plan by cash;</p> <p>5) matters which the independent non-executive directors believe may impair the rights and interests of minority shareholders;</p> <p>6) any other matters which the CSRC, SZSE and SEHK requires independent non-executive director to issue an independent opinion; and</p> <p>7) any other matters required by the Articles of Association.</p> <p>Independent non-executive directors shall give one of the following opinions in relation to the above matters: agree; qualified opinion and reasons therefor; oppose and reasons therefor; unable to form an opinion and the impediments to doing so.</p> <p>If the matter is a matter requiring disclosure, the Company shall announce the opinions of the independent non-executive directors. If the independent non-executive directors are divided and are unable to provide a unanimous opinion, the Board of Directors shall separately disclose the opinions of each independent non-executive director. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>Article 23. The following matters shall be submitted to the Board of Directors for consideration after approval by the majority of all independent non-executive directors of the Company:</p> <p>(1) Connected transaction which shall be disclosed;</p> <p>(2) Plans involving change or waiver of undertaking by the Company and relevant parties;</p> <p>(3) Decisions and measures adopted by the board of directors of an acquiree in respect of the acquisition;</p> <p>(4) Other matters stipulated under provisions of the laws, administrative regulations and CSRC and provisions of the Articles of Association.</p> <p>The Company shall convene meetings to be attended by independent non-executive directors only (“Independent Directors’ Meeting”) on a regular basis or from time to time. 1) – 3) under the special authority set out in Article 22 of the Rules of Procedure and matters set out in the foregoing paragraph shall be subject to consideration by the Independent Directors’ Meeting. The Independent Directors’ Meeting may also deliberate on other matters of the Company as may be required.</p> <p>The Independent Directors’ Meeting shall be convened and presided over by an independent non-executive director elected by the majority of the independent non-executive directors; in the event that the convener does not or is unable to perform his / her duties, two or more independent non-executive directors may unilaterally convene and elect one representative to preside over the meeting.</p>
<p>Article 29. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <p>1. to propose the engagement or removal of external auditor;</p>	<p>Article 29. Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <p>1. to propose the engagement or removal of external auditor;</p>

Existing Article	To be amended as
<p>2. to oversee the internal audit system of the Company and its implementation;</p> <p>3. to be responsible for the communications between the internal auditor and the external auditor;</p> <p>4. to examine and verify the financial information of the Company and the disclosure thereof; and</p> <p>5. to examine the internal control system of the Company.</p> <p>...</p> <p>3) Major responsibilities of the remuneration and evaluation committee are:</p> <p>1. to consider the standards of evaluation of directors, president and other senior officers, to conduct evaluation and to provide recommendations in connection therewith; and</p> <p>2. to consider and develop the remuneration policies and proposals for the directors, president and other senior officers.</p>	<p>2. to propose the appointment or dismissal of the Company’s chief financial officer;</p> <p>3. to oversee the internal audit system of the Company and its implementation;</p> <p>4. to be responsible for the communications between the internal auditor and the external auditor;</p> <p>5. to examine and verify the financial information of the Company and the disclosure thereof;</p> <p>6. to examine the internal control system of the Company;</p> <p>7. to review changes to accounting policies and accounting estimates for reasons other than changes in accounting standards and the rectification of significant accounting error.</p> <p>...</p> <p>3) Major responsibilities of the remuneration and evaluation committee are:</p> <p>1. to consider the standards of evaluation of directors, president and other senior officers, to conduct evaluation and to provide recommendations in connection therewith;</p> <p>2. to consider and develop the remuneration policies and proposals for the directors, president and other senior officers;</p> <p>3. to formulate or vary share option incentive schemes, employee stock ownership schemes and other matters related to share scheme, grant of entitlements to scheme participants and fulfillment of exercise conditions;</p> <p>4. to consider the arrangement of share ownership schemes at subsidiaries proposed to be spin-off for directors and senior management.</p>

(4) That any Directors or the Secretary to the Board of Directors of the Company be authorised to handle the formalities of filing, amendment and registration (where necessary) and other matters pertaining to the amendment of the Articles of Association in accordance with the law on behalf of the Company be approved.

After the Articles of Association of the Company takes effect after being approved by the AGM, the Independent Directors System published by the Company in June 2007 shall be abolished synchronously.

Ordinary Resolutions

14. Consideration and approval of the “Resolution on the Election of Non-executive Director”, with details as follows:

That Mr. Zhang Hong be elected as an Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the

term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025) be approved.

Please refer to Annex II for brief biography of the Non-executive Director listed above.

15. Consideration and approval of the “Resolution on the Election of Independent Non-executive Directors”, with details as follows:

15.01 That Mr. Wang Qinggang be elected as an Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025) be approved.

15.02 That Mr. Tsui Kei Pang be elected as an Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025) be approved.

Please refer to Annex II for brief biographies of the Independent Non-executive Directors listed above.

The statement of nominator for Independent Non-executive Directors and statement of candidates of Independent Non-executive Directors listed above have been published on 30 May 2024. Qualification and independence for the Independent Non-executive Directors have been approved by Shenzhen Stock Exchange without dissent for the record and examination. Non-executive Director and Independent Non-executive Directors shall receive director allowance. Non-executive Director shall receive an annual fee of RMB200,000 (before tax) from the Company in accordance with the rates for Non-executive Directors’ allowance approved at the First Extraordinary General Meeting of 2022. Independent Non-executive Directors shall each receive an annual fee of RMB400,000 (before tax) from the Company in accordance with the rates for Independent Non-executive Directors’ allowance approved at the First Extraordinary General Meeting of 2022. Directors’ personal income tax payable on Directors’ allowance shall be withheld and paid by the Company on behalf of the Directors concerned.

The number of Directors concurrently serving as senior management of the Board of Directors of the Company does not exceed half of the total number of Directors of the Company, and the Company has no staff representative directors.

Since the end of the AGM, Mr. Li Buqing has no longer served as Non-executive Director of the Company, and Ms. Cai Manli and Mr. Gordon Ng have no longer served as Independent Non-executive Directors of the Company. Mr. Li Buqing, Ms. Cai Manli and Mr. Gordon Ng have confirmed that they have no disagreement with the Board of Directors of the Company, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Li Buqing, Ms. Cai Manli and Mr. Gordon Ng have performed their duties and diligence during their tenure as Directors of the Company. The Company expresses sincere respect and gratitude to Mr. Li Buqing, Ms. Cai Manli and Mr. Gordon Ng for their contributions during their tenure.

The Company appointed Computershare Hong Kong Investor Services Limited (the H share registrar of the Company), the witnessing lawyers, two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the AGM.

V. LEGAL OPINION BY LAWYERS

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)

2. Name of Lawyers: Huang Wei and Liang Ying

3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the 2023 Annual General Meeting are in compliance with relevant provisions of laws and regulations of the People's Republic of China, and of the Articles of Association, and the "Resolutions of the 2023 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the 2023 Annual General Meeting of ZTE Corporation;

2. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2023 Annual General Meeting of ZTE Corporation.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
28 June 2024

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Zhang Hong, Zhu Weimin, Fang Rong; and three independent non-executive directors, Wang Qinggang, Tsui Kei Pang, Zhuang Jiansheng.

Annex I:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the 2023 Annual General Meeting

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
Ordinary Resolutions (10 resolutions)								
1.00	2023 Annual Report (including 2023 financial report of the Company audited by the Auditor)	Total	1,362,080,565	99.1892%	1,049,008	0.0764%	10,085,547	0.7344%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	402,401,007	97.3075%	1,049,008	0.2537%	10,085,547	2.4389%
		A shares	1,179,972,373	99.1062%	1,049,008	0.0881%	9,592,563	0.8057%
		H shares	182,108,192	99.7300%	0	0.0000%	492,984	0.2700%
2.00	2023 Working Report of the Board of Directors	Total	1,299,029,652	94.5977%	64,048,221	4.6641%	10,137,247	0.7382%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	339,350,094	82.0607%	64,048,221	15.4880%	10,137,247	2.4514%
		A shares	1,158,843,853	97.3316%	22,125,828	1.8584%	9,644,263	0.8100%
		H shares	140,185,799	76.7716%	41,922,393	22.9584%	492,984	0.2700%
3.00	2023 Working Report of the Supervisory Committee	Total	1,361,517,565	99.1482%	1,528,808	0.1113%	10,168,747	0.7405%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	401,838,007	97.1713%	1,528,808	0.3697%	10,168,747	2.4590%
		A shares	1,179,409,373	99.0589%	1,528,808	0.1284%	9,675,763	0.8127%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
		H shares	182,108,192	99.7300%	0	0.0000%	492,984	0.2700%
4.00	2023 Working Report of the President	Total	1,361,548,265	99.1504%	1,524,608	0.1110%	10,142,247	0.7386%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	401,868,707	97.1788%	1,524,608	0.3687%	10,142,247	2.4526%
		A shares	1,179,440,073	99.0615%	1,524,608	0.1281%	9,649,263	0.8104%
		H shares	182,108,192	99.7300%	0	0.0000%	492,984	0.2700%
5.00	Final Financial Accounts for 2023	Total	1,361,303,477	99.1326%	1,720,396	0.1253%	10,191,247	0.7421%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	401,623,919	97.1196%	1,720,396	0.4160%	10,191,247	2.4644%
		A shares	1,179,693,573	99.0828%	1,222,108	0.1026%	9,698,263	0.8146%
		H shares	181,609,904	99.4571%	498,288	0.2729%	492,984	0.2700%
6.00	Proposal of Profit Distribution for 2023	Total	1,362,519,649	99.2211%	1,162,408	0.0846%	9,533,063	0.6942%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	402,840,091	97.4137%	1,162,408	0.2811%	9,533,063	2.3053%
		A shares	1,179,918,473	99.1017%	1,162,408	0.0976%	9,533,063	0.8007%
		H shares	182,601,176	100.0000%	0	0.0000%	0	0.0000%
7.00	Resolution on the Feasibility Analysis of Hedging Derivatives Trading and the	Total	1,361,683,616	99.1603%	1,944,641	0.1416%	9,586,863	0.6981%
		Of which: shareholders each interested in less than 5% of the Company's	402,004,058	97.2115%	1,944,641	0.4702%	9,586,863	2.3183%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	Application for Trading Limits for 2024	shares attending the AGM						
		A shares	1,179,085,480	99.0317%	1,941,601	0.1631%	9,586,863	0.8052%
		H shares	182,598,136	99.9983%	3,040	0.0017%	0	0.0000%
8.00	Resolution on the Provision of Guarantee Limits for Subsidiaries for 2024	Total	1,217,087,211	88.6305%	146,441,419	10.6641%	9,686,490	0.7054%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	257,407,653	62.2456%	146,441,419	35.4120%	9,686,490	2.3424%
		A shares	1,151,880,125	96.7467%	29,125,189	2.4462%	9,608,630	0.8070%
		H shares	65,207,086	35.7101%	117,316,230	64.2472%	77,860	0.0426%
9.00	Resolution on Proposed Application of Internal Funds in Entrusted Fund Management for 2024	Total	1,201,043,525	87.4622%	162,578,005	11.8392%	9,593,590	0.6986%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	241,363,967	58.3660%	162,578,005	39.3142%	9,593,590	2.3199%
		A shares	1,141,648,042	95.8873%	39,450,172	3.3134%	9,515,730	0.7992%
		H shares	59,395,483	32.5274%	123,127,833	67.4299%	77,860	0.0426%
10.00	Resolution on the Appointment of the Auditor for 2024	Total	1,356,443,714	98.7787%	7,193,243	0.5238%	9,578,163	0.6975%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	396,764,156	95.9444%	7,193,243	1.7394%	9,578,163	2.3162%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
		A shares	1,178,551,550	98.9869%	2,484,231	0.2087%	9,578,163	0.8045%
		H shares	177,892,164	97.4211%	4,709,012	2.5789%	0	0.0000%
Special Resolutions (3 resolutions)								
11.00	Resolution on the Application for General Mandate of the Issuance of Shares for 2024	Total	1,182,660,748	86.1235%	180,945,569	13.1768%	9,608,803	0.6997%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	222,981,190	53.9207%	180,945,569	43.7557%	9,608,803	2.3236%
		A shares	1,141,837,431	95.9032%	39,265,550	3.2979%	9,510,963	0.7988%
		H shares	40,823,317	22.3565%	141,680,019	77.5899%	97,840	0.0536%
12.00	Resolution on the Application for Mandate of the Repurchase of A Shares for 2024	Total	1,359,452,524	98.9978%	4,229,593	0.3080%	9,533,003	0.6942%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	399,772,966	96.6720%	4,229,593	1.0228%	9,533,003	2.3052%
		A shares	1,179,436,508	99.0612%	1,742,273	0.1463%	9,435,163	0.7925%
		H shares	180,016,016	98.5843%	2,487,320	1.3622%	97,840	0.0536%
13.00	Resolution on the amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the	Total	1,299,873,536	94.6591%	63,719,621	4.6402%	9,621,963	0.7007%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	340,193,978	82.2647%	63,719,621	15.4085%	9,621,963	2.3268%
		A shares	1,159,194,753	97.3611%	21,797,228	1.8308%	9,621,963	0.8082%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	Rules of Procedure for Board of Directors Meetings	H shares	140,678,783	77.0416%	41,922,393	22.9584%	0	0.0000%
Ordinary Resolutions (2 resolutions)								
14.00	Resolution on the Election of Non-executive Director That Mr. Zhang Hong be elected as an Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025)	Total	1,341,653,133	97.7016%	21,529,524	1.5678%	10,032,463	0.7306%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	381,973,575	92.3678%	21,529,524	5.2062%	10,032,463	2.4260%
		A shares	1,173,580,116	98.5693%	7,001,365	0.5880%	10,032,463	0.8426%
		H shares	168,073,017	92.0438%	14,528,159	7.9562%	0	0.0000%
15.00	Resolution on the Election of Independent Non-executive Directors (by way of accumulative voting)							
15.01	That Mr. Wang Qinggang be elected as an Independent Non-executive Director of the Ninth Session of	Total	1,346,409,106	98.0479%	/			
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	386,729,548	93.5178%				

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025)	A shares	1,163,881,663	97.7547%				
		H shares	182,527,443	99.9596%				
15.02	That Mr. Tsui Kei Pang be elected as an Independent Non-executive Director of the Ninth Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Ninth Session of the Board of Directors of the Company (namely 29 March 2025)	Total	1,346,359,013	98.0443%	/			
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	386,679,455	93.5057%				
		A shares	1,163,943,570	97.7599%				
		H shares	182,415,443	99.8983%				

Annex II: Brief Biographies of the Directors

I. Brief Biography of Non-executive Director

Mr. Zhang Hong, born in 1979. Mr. Zhang Hong graduated from Hubei University with a bachelor's degree in Management in 2001, majoring in Accounting. In 2019, he obtained a master's degree in Public Administration from Zhongnan University of Economics and Law. He holds the title of senior accountant and qualifications as a Certified Internal Auditor and an International Certified Management Accountant. He has been included in the list of Top-tier Accounting Professionals of Hubei Province. From 2001 to 2012, Mr. Zhang Hong worked in finance at Hubei Sanjiang Space Wan Feng Technology Development Co., Ltd., holding successively the positions of accounting clerk at the financial division, deputy head of the accounting division, head of the accounting division, head of the audit division, director of the factory office, head of the financial department and deputy chief accountant; from 2012 to 2015, he worked successively as assistant to head of institute and head of the financial department and chief accountant of Aerospace Heavy Industry Co., Ltd.; from 2015 to 2018, he was deputy head of the financial department of China Aerospace Sanjiang Group Co., Ltd.; from 2018 to 2023, he was chief accountant, chief legal adviser and chief compliance officer (CCO) of Henan Aerospace Industrial Co., Ltd.; since 2023, he has been chief accountant, chief legal adviser and chief compliance officer (CCO) of Shenzhen Aerospace Industrial Technology Research Institute Limited and concurrently director and chief accountant of CASIC Shenzhen (Group) Company Limited. Mr. Zhang Hong has many years of experience in management and operations. Mr. Zhang Hong does not hold any shares of the Company. Mr. Zhang Hong serves as director and chief accountant of CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin Telecom Company Limited) and chief accountant, chief legal adviser and chief compliance officer (CCO) of Shenzhen Aerospace Industrial Technology Research Institute Limited (indirect shareholder of Zhongxingxin Telecom Company Limited). Mr. Zhang Hong is not connected with the Directors, Supervisors, and senior management of the Company. Mr. Zhang Hong is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as Director is not permissible. He is in compliance with the qualifications for appointment stipulated under pertinent laws and regulations, the Shenzhen Stock Exchange Self-regulatory Guidelines No. 1- Standardized Operation of Main Board

Listed Companies, other pertinent provisions of the stock exchange and the Articles of Association.

II. Brief Biographies of Independent Non-executive Directors

Mr. Wang Qinggang, born in 1970 and was previously named Wang Yong. He graduated from Huazhong Agricultural University with a bachelor's degree in Economics in 1993, majoring in Economic Management. He received a master's degree in Economics from Zhongnan University of Finance (renamed Zhongnan University of Economics and Law in 2000) in 1996, followed by a PHD in Management at Zhongnan University of Economics and Law in 2004. During 2004–2007, he undertook post-doctoral research in business administration at Xiamen University. He holds the qualification of a PRC certified accountant (non-practising). Mr. Wang Qinggang has been on the faculty of Zhongnan University of Economics and Law since 1996 and is currently a professor/tutor to doctoral students at the school of accounting of the university. Mr. Wang Qinggang has been an independent director of Wuhan Xingtu Xinke Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange), Wuhan SZY Biotech Joint Stock Co., Ltd. (a non-listed company) and Anhui Hongyu Wuzhou Medical Manufacturing Co., Ltd. (a company listed on the Shenzhen Stock Exchange) since March 2019, January 2021 and February 2023, respectively. He has previously served as independent director at Wuhan Sante Cableway Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange), Jinhui Liquor Co., Ltd. (a company listed on the Shanghai Stock Exchange) and Wuhan Mindsemi Company Limited (a non-listed company). Mr. Wang Qinggang has a strong academic and professional background as well as extensive experience in accounting and finance. Mr. Wang Qinggang does not hold any shares of the Company. Mr. Wang Qinggang is not connected with Zhongxingxin Telecom Company Limited, the controlling shareholder of the Company. Mr. Wang Qinggang is not connected with the Directors, Supervisors, and senior management of the Company. Mr. Wang Qinggang is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as Director is not permissible. He is in compliance with the qualifications for appointment stipulated under pertinent laws and regulations, the Shenzhen Stock Exchange Self-regulatory Guidelines No. 1- Standardized Operation of Main Board Listed Companies, other pertinent provisions of the stock exchange and the Articles of Association.

Mr. Tsui Kei Pang, born in 1960. Mr. Tsui Kei Pang graduated from The University of Hong Kong with a bachelor's degree in law and a master's degree in law in 1990 and 1997, respectively. Mr. Tsui Kei Pang has been a practicing solicitor of Hong Kong for more than 30 years, working with Gallant Y T Ho & Co from 1993 to 2018 and, since 2018, Messrs. Anthony Siu & Co where he is currently a partner. Mr. Tsui Kei Pang has been an independent non-executive director of CIMC Enric Holdings Limited (a company listed on the Hong Kong Stock Exchange) since November 2009. He is also an arbitrator at China International Economic and Trade Arbitration Commission South China Branch (Shenzhen International Arbitration Committee), Hainan International Arbitration Court. and Huizhou Arbitration Committee, respectively, an honorary legal adviser of The Hong Kong Real Estate Association and Hong Kong Association for Testing, Inspection and Certification Ltd., respectively, and the vice president of Association of China-Appointed Attesting Officers Limited. Mr. Tsui Kei Pang has a strong professional background as well as extensive experience in law. Mr. Tsui Kei Pang does not hold any shares of the Company. Mr. Tsui Kei Pang is not connected with Zhongxingxin Telecom Company Limited, the controlling shareholder of the Company. Mr. Wang Qinggang is not connected with the Directors, Supervisors, and senior management of the Company. Mr. Tsui Kei Pang is not subject to any punishment by the CSRC or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending. He has not been publicly named by the CSRC on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a People's Court in a list of discredited parties subject to enforcement; there are no conditions prevailing under which his appointment as Director is not permissible. He is in compliance with the qualifications for appointment stipulated under pertinent laws and regulations, the Shenzhen Stock Exchange Self-regulatory Guidelines No. 1- Standardized Operation of Main Board Listed Companies, other pertinent provisions of the stock exchange and the Articles of Association.

Save as disclosed in this announcement, as at the date of this announcement, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the Directors in particular, that need to be brought to the attention of the shareholders of the Company.