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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 First Extraordinary General Meeting of 2019**

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

The First Extraordinary General Meeting of 2019 (the “EGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 20 March 2019. Details in respect of the resolutions and voting results of the EGM are as follows:

### **I. IMPORTANT NOTICE**

There were no additional, veto or altered resolutions during the EGM.

### **II. INFORMATION REGARDING THE CONVENING OF THE EGM**

#### **(I) Date and time**

1. On-site meeting commenced at 9:00 a.m. on Wednesday, 20 March 2019.
2. On-line voting by domestic shareholders was conducted from 19 March 2019 to 20 March 2019 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 20 March 2019; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 19 March 2019 to 15:00 on 20 March 2019.

#### **(II) Venue**

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

#### **(III) Voting method**

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorization 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 should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

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

(IV) Convener

The EGM were convened by the Board of Directors of the Company.

(V) Chairman of the EGM

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

(VI) The convening of the EGM 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 "Company law"), 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 EGM**

On the record date of the EGM (i.e., 15 February 2019), the total number of shares issued by the Company is 4,192,671,843 shares, comprising 3,437,169,309 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

212 shareholders (or proxies) held 1,648,034,595 shares or 39.31% of the total number of shares carrying voting rights at the EGM of the Company. Of which, 207 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 378,184,232 shares or 9.02% of the total number of shares carrying voting rights at the EGM of the Company.

Comprising:

(1) Attendance of holders of A shares

211 A shareholders (or proxies) holding 1,450,599,292 shares or 42.20% of the total number

of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the EGM.

Of which: 17 A shareholders (or proxies) holding 1,341,197,861 shares or 39.02% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 194 A shareholders holding 109,401,431 shares or 3.18% 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 197,435,303 shares or 26.13% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the EGM.

In addition, Directors, Supervisors and certain senior management of the Company, the PRC lawyers and other person attended the EGM. Certain senior management of the Company did not attend the EGM due to work reasons.

In accordance with the Hong Kong Listing Rules, on the record date of the EGM, (i) Zhongxingxin Telecom Company Limited (“Zhongxingxin”) held 1,271,314,633 shares in the Company (comprising 1,269,276,633 A shares and 2,038,000 H shares), accounting for approximately 30.32% of the Company’s total share capital; and (ii) a director of Zhongxingxin held 469,677 shares in the Company (comprising 439,677 A shares and 30,000 H shares), accounting for approximately 0.01% of the Company’s total share capital. The aforesaid person shall abstain from voting in respect of Resolution No. 5 set out below. To the best of the knowledge, information and belief of the Company having made all reasonable enquiries, save as disclosed above, there is no other shareholder of the Company who are entitled to attend the EGM but is required to abstain from voting in favour of the resolution under Rule 13.40 of the Hong Kong Listing Rules, nor is there any shareholder who is required to abstain from voting in respect of the resolutions proposed at the EGM under the Hong Kong Listing Rules. Therefore, the total number of shares in the Company entitling shareholders to attend and vote in respect of Resolution No. 5 at the EGM is 2,920,887,533 shares (comprising 2,167,452,999 A shares and 753,434,534 H shares), accounting for approximately 69.67% of the Company’s total share capital under the Hong Kong Listing Rules.

In accordance with the Shenzhen Listing Rules, Zhongxingxin, shareholder, and a director of Zhongxingxin attending the Meeting in person held 1,269,716,310 A shares in the Company in aggregate as at the record date for the EGM. In accordance with the pertinent provisions of the Shenzhen Listing Rules, Zhongxingxin and its said director have abstained from voting in respect of Resolution No. 5 set out below.

#### **IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS**

The following resolutions were considered and passed by voting by open ballot at the EGM (of which the ordinary resolution was passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the EGM; and the special resolution was passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the EGM. For details of the voting results, please refer to Annex I “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2019”):

### **Ordinary Resolutions**

#### **1. Consideration and approval of the “Resolution on the Re-election of the Board of Directors and Election of Non-independent Directors of the Eighth Session of the Board of Directors”, the details of which are as follows:**

1.01 That Mr. Li Zixue be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

1.02 That Mr. Xu Ziyang be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

1.03 That Mr. Li Buqing be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

1.04 That Mr. Gu Junying be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

1.05 That Mr. Zhu Weimin be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

1.06 That Ms. Fang Rong be elected by way of accumulative voting as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022.

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

#### **2. Consideration and approval of the “Resolution on the Re-election of the Board of Directors and Election of Independent Non-executive Directors of the Eighth Session of the Board of Directors”, the details of which are as follows:**

2.01 That Ms. Cai Manli be elected by way of accumulative voting as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

2.02 That Mr. Yuming Bao be elected by way of accumulative voting as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

2.03 That Mr. Gordon Ng be elected by way of accumulative voting as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022.

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 17 January 2019. Non-independent Directors who do not otherwise hold any positions at the Company and Independent Non-executive Directors shall receive director subsidies from the Company. Non-independent Directors who do not otherwise hold any positions at the Company shall each receive an annual fee of RMB100,000 (before tax) from the Company in accordance with the rates for Non-independent Directors' subsidies approved at the Second Extraordinary General Meeting of 2007. Independent Non-executive Directors shall each receive an annual fee of RMB250,000 (before tax) from the Company in accordance with the rates for Independent Non-executive Directors' subsidies approved at the 2017 Annual General Meeting. Directors' personal income tax payable on Directors' subsidies shall be withheld and paid by the Company on behalf of the Directors concerned. Other Non-independent Directors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive Non-independent Directors' subsidies.

**3. Consideration and approval of the “Resolution on the Re-election of the Supervisory Committee and the Election of Shareholders’ Representative Supervisors for the Eighth Session of the Supervisory Committee”, the details of which are as follows:**

3.01 That Mr. Shang Xiaofeng be elected by way of accumulative voting as a Shareholders’ Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022;

3.02 That Ms. Zhang Sufang be elected by way of accumulative voting as a Shareholders’ Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022.

Please refer to the Annex III for brief biographies of the two Shareholders’ Representative Supervisors listed above. Mr. Shang Xiaofeng and Ms. Zhang Sufang, whose remunerations

are paid by the Company's shareholder, do not receive Supervisor's subsidy from the Company.

In addition, Mr. Xie Daxiong, Ms. Xia Xiaoyue and Mr. Li Quancai were elected Staff Representative Supervisors of the Eighth Session of the Supervisory Committee of the Company by the staff representatives of the Company. Together with the two Shareholders' Representative Supervisors, they shall form the Eighth Session of the Supervisory Committee of the Company, for a term commencing on 30 March 2019 and ending on 29 March 2022. Please refer to the Annex III for brief biographies of Mr. Xie Daxiong, Ms. Xia Xiaoyue and Mr. Li Quancai. The above three Staff Representative Supervisors, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company and their respective positions and performances in the Company, do not receive Supervisor's subsidies.

**4. Consideration and approval of the “Resolution on the Authorization to Purchase Directors’, Supervisors’ and Senior Management’s Liability Insurance”, the details of which are as follows:**

(1) That authorize, in accordance with the law, the Company to enter into the contract(s) for the purchase of Directors’, Supervisors’ and Senior Management’s Liability Insurance with the insurer(s).

(2) That authorize, in accordance with the law, the Board of Directors and the Legal Representative of the Company (or relevant persons authorized by the Legal Representative) to deal with matters pertaining to the Directors’, Supervisors’ and Senior Management’s Liability Insurance (including but not limited to determining: members of the Directors and/or Supervisors and/or Senior Management to be covered by such insurance, the insurer(s), the insurance amount, insurance premium, insurance period and other insurance terms; selection and appointment of insurance brokers or other intermediary agencies; the execution of relevant legal documents and handling of other matters pertaining to the purchase of insurance), and to extend or renew with the insurer(s) the insurance contract(s) required to be entered into for the purchase of insurance upon or before the expiry of such insurance contract(s) and perform relevant procedures as necessary (collectively the “Insurance”).

With respect to insurance contract(s) with an aggregate insurance premium of RMB1.50 million or below per year, the Legal Representative of the Company (or relevant persons authorized by the Legal Representative) is authorized to implement the Insurance. With respect to insurance contract(s) with an aggregate insurance premium exceeding RMB1.50 million and up to and including RMB3.00 million per year, the Insurance shall be carried out by the Board of Directors. With respect to insurance contract(s) with an aggregate insurance premium exceeding RMB3.00 million per year, the Board of Directors shall seek the relevant

authorization by the shareholders at a general meeting. For avoidance of ambiguity, the aforesaid references to “year” shall mean the period of 365 consecutive calendar days preceding the passing of the resolution at the general meeting, and the aforesaid aggregate insurance premium shall mean the total insurance premium amount in aggregate of all insurance contracts in effect during the year as abovementioned.

**5. Consideration and approval of the “Resolution on Continuing Connected Transactions under the ‘2019-2021 Purchase Framework Agreement’ with Zhongxingxin, a Connected Party”, the details of which are set out as follows:**

(1) That the execution in accordance with the law of the “2019-2021 Purchase Framework Agreement” by the Company with Zhongxingxin with respect to the purchase of cabinets and related accessories, cases and related accessories, shelters, railings, antenna poles, optical products, refined-processing products, packaging materials, flexible printed circuits (FPC), rigid and flexible printed circuits (R-FPC) and its components and other products with the maximum aggregate amount of transactions (before VAT) relating to the purchase of raw materials by the Group<sup>1</sup> from Zhongxingxin, its subsidiaries and companies in which Zhongxingxin has shareholdings of 30% or above under the framework agreement for each year during 2019-2021 estimated at RMB700 million, RMB800 million and RMB900 million, respectively, be approved; with the view that the terms of the “2019-2021 Purchase Framework Agreement” have been arrived at through arm’s length negotiations between the two parties on normal commercial terms during the ordinary course of business and that the transaction terms and the respective annual caps for transaction amounts for the years 2019-2021 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

(2) That the Legal Representative of the Company or his appointed attorney be authorised to sign, among others, the “2019-2021 Purchase Framework Agreement” in accordance with the law.

**Special Resolutions**

**6. Consideration and approval of the “Resolution on the Arrangement of the Floor Price of the Non-public Issuance of A Shares of 2018”.**

**7. Consideration and approval of the “Resolution on the Extension of the Validity Period for the Shareholders’ Resolutions in relation to the Non-public Issuance of A Shares of 2018”, the details of which are as follows:**

That the extension of the validity period of the shareholders’ resolutions in relation to the non-public issuance of A shares of 2018 for a further period of 12 months to 27 March 2020

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<sup>1</sup> The Group comprises ZTE and its subsidiaries.

be approved.

**8. Consideration and approval of the “Resolution on the Authorization in relation to the Non-public Issuance of A Shares of 2018”, the details of which are as follows:**

That authorize the Board of Directors of the Company and relevant delegates of the Board of Directors to process with full discretion matters pertaining to the Company non-public issuance of A shares be approved, such matters including but not limited to:

(1) authorization to deal with all matters relating to the plan for the non-public issuance of A shares, including but not limited to the method and time of issuance, the issue price and pricing principles, the target subscribers and method of subscription, the number of A shares to be issued and lock-up period under the non-public issuance of A shares;

(2) authorization to deal with all matters pertaining to applications to and the receipt of approvals from PRC domestic authorities and relevant overseas authorities in respect of the non-public issuance, to formulate, prepare, modify, fine-tune and execute all documents relating to the non-public issuance, to execute contracts, agreements and documents relating to the non-public issuance (including but not limited to agreements for the hiring or appointment of intermediaries) and to approve and handle information disclosures relating to the non-public issuance;

(3) authorization to adjust specific arrangements for the projects invested with the proceeds from the non-public issuance of A shares within the scope of the resolution adopted by the general meeting;

(4) authorization to adjust the plan of the non-public issuance and the use of proceeds and to carry on with the non-public issuance in accordance with relevant provisions of the State, requirements of relevant government authorities and securities regulatory authorities (including feedback after examination of the application for the non-public issuance) in the event of new provisions relating to the policy on non-public issuance under laws and regulations or announced by the securities regulatory authorities and any change in market conditions and operation of the Company, save for matters required to be voted upon anew at the general meeting under pertinent laws and regulations and the Articles of Association;

(5) authorization to process capital verification formalities in connection with the non-public issuance of A shares;

(6) authorization to execute material contracts during the course of implementation of the projects invested with issue proceeds from the non-public issuance;

(7) authorization to process registration of shares, lock-up of shares and listing matters and the submission of relevant documents following the non-public issuance of A shares;

(8) authorization to deal with amendment of relevant clauses of the Articles of Association, corresponding approval procedures, and various registration procedures for the change in the registered capital of the Company following the non-public issuance of A shares;

(9) authorization to deal with all other matters pertaining to the non-public issuance of A



shares;

(10) authorization to cause a direct transfer of powers to the Chairman of the Company and his delegate by the Board to deal with matters described above after obtaining the aforesaid authorization at the general meeting;

(11) the authorizations set out above shall be effective from 28 March 2019 to 27 March 2020.

For details of resolutions set out above, please refer to the announcements published on 17 January 2019.

The Company appointed the witnessing lawyer(s), two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the EGM.

## **V. LEGAL OPINION BY LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices

2. Name of Lawyers: Liu Yongzhao, Wei Wei, Huang Wei

3. Conclusive opinion:

Beijing Jun He Law Offices 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 First Extraordinary General Meeting of 2019 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 approved at the EGM were legal and valid.

## **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Document of the First Extraordinary General Meeting of 2019 of ZTE Corporation;

2. Resolutions of the First Extraordinary General Meeting of 2019 of ZTE Corporation;

3. Legal opinion of Beijing Jun He Law Offices on the First Extraordinary General Meeting of 2019 of ZTE Corporation.

By Order of the Board

**Li Zixue**

*Chairman*

Shenzhen, the PRC

20 March 2019

*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, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.*

**Annex I:**

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the First Extraordinary General Meeting of 2019**

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
<b>Ordinary resolutions (5 resolutions)</b>				
<b>1.00</b>	<b>Resolution on the Re-election of the Board of Directors and Election of Non-independent Directors of the Eighth Session of the Board of Directors (by way of accumulative voting)</b>			
1.01	That Mr. Li Zixue be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,552,194,227	94.1846%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	282,343,864	74.6578%
		Domestic shares (A shares)	1,393,307,870	96.0505%
		Overseas-listed foreign shares (H shares)	158,886,357	80.4752%
1.02	That Mr. Xu Ziyang be elected as an Non-independent of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,552,364,854	94.1949%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	282,514,491	74.7029%
		Domestic shares (A shares)	1,392,315,248	95.9821%
		Overseas-listed foreign shares (H shares)	160,049,606	81.0643%
1.03	That Mr. Li Buqing be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,530,823,121	92.8878%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	260,972,758	69.0068%
		Domestic shares (A shares)	1,392,234,049	95.9765%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Overseas-listed foreign shares (H shares)	138,589,072	70.1947%
1.04	That Mr. Gu Junying be elected as an Non-independent of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,532,293,127	92.9770%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	262,442,764	69.3955%
		Domestic shares (A shares)	1,392,277,450	95.9795%
		Overseas-listed foreign shares (H shares)	140,015,677	70.9172%
1.05	That Mr. Zhu Weimin be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,531,976,542	92.9578%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	262,126,179	69.3118%
		Domestic shares (A shares)	1,392,207,151	95.9746%
		Overseas-listed foreign shares (H shares)	139,769,391	70.7925%
1.06	That Ms. Fang Rong be elected as an Non-independent Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,550,204,748	94.0638%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	280,354,385	74.1317%
		Domestic shares (A shares)	1,392,271,946	95.9791%
		Overseas-listed foreign shares (H shares)	157,932,802	79.9922%
<b>2.00</b>	<b>Resolution on the Re-election of the Board of Directors and Election of Independent Non-executive Directors of the Eighth Session of the Board of Directors (by way of accumulative voting)</b>			
2.01	That Ms. Cai Manli be elected as an Independent Non-executive Director of the	Total	1,589,177,167	96.4286%
		Of which: shareholders	319,326,804	84.4368%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
	Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	each interested in less than 5% of the Company's shares attending the EGM		
		Domestic shares (A shares)	1,392,824,652	96.0172%
		Overseas-listed foreign shares (H shares)	196,352,515	99.4516%
		Total	1,589,183,661	96.4290%
2.02	That Mr. Yuming Bao be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	319,333,298	84.4386%
		Domestic shares (A shares)	1,392,291,146	95.9804%
		Overseas-listed foreign shares (H shares)	196,892,515	99.7251%
		Total	1,588,788,985	96.4051%
2.03	That Mr. Gordon Ng be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	318,938,622	84.3342%
		Domestic shares (A shares)	1,392,323,241	95.9826%
		Overseas-listed foreign shares (H shares)	196,465,744	99.5089%
		Total	1,588,788,985	96.4051%
<b>3.00</b>	<b>Resolution on the Re-election of the Supervisory Committee and the Election of Shareholders' Representative Supervisors for the Eighth Session of the Supervisory Committee (by way of accumulative voting)</b>			
3.01	That Mr. Shang Xiaofeng be elected as a Shareholders' Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Total	1,535,430,697	93.1674%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	265,580,334	70.2251%
		Domestic shares (A shares)	1,391,611,958	95.9336%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		Overseas-listed foreign shares (H shares)	143,818,739	72.8435%
		Total	1,535,096,258	93.1471%
3.02	That Ms. Zhang Sufang be elected as a Shareholders' Representative Supervisor of the Eighth Session of the Supervisory Committee of the Company for a term commencing on 30 March 2019 and ending on 29 March 2022	Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	265,245,895	70.1367%
		Domestic shares (A shares)	1,391,277,519	95.9105%
		Overseas-listed foreign shares (H shares)	143,818,739	72.8435%

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 EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
4.00	<b>Resolution on the Authorization to Purchase Directors', Supervisors' and Senior Management's Liability Insurance</b>	Total	1,570,946,987	96.4170%	19,522,456	1.1982%	38,856,675	2.3848%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	301,096,624	83.7599%	19,522,456	5.4308%	38,856,675	10.8093%
		Domestic shares (A shares)	1,450,453,872	99.9900%	122,820	0.0085%	22,600	0.0016%
		Overseas-listed foreign shares (H shares)	120,493,115	67.4175%	19,399,636	10.8544%	38,834,075	21.7282%
5.00 <sup>Note</sup>	<b>Resolution on Continuing Connected Transactions under the "2019-2021 Purchase Framework Agreement" with Zhongxingxin, a Connected Party</b>	Total	375,706,085	99.9909%	30,200	0.0080%	4,000	0.0011%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	375,132,355	99.9909%	30,200	0.0080%	4,000	0.0011%
		Domestic shares (A shares)	180,848,782	99.9811%	30,200	0.0167%	4,000	0.0022%
		Overseas-listed foreign shares (H shares)	194,857,303	100.0000%	0	0.0000%	0	0.0000%

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 EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
<b>Special resolutions (3 resolutions)</b>								
6.00	<b>Resolution on the Arrangement of the Floor Price of the Non-public Issuance of A Shares of 2018</b>	Total	1,645,982,922	99.8755%	1,972,033	0.1197%	79,640	0.0048%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	376,132,559	99.4575%	1,972,033	0.5214%	79,640	0.0211%
		Domestic shares (A shares)	1,450,297,372	99.9792%	297,920	0.0205%	4,000	0.0003%
		Overseas-listed foreign shares (H shares)	195,685,550	99.1138%	1,674,113	0.8479%	75,640	0.0383%
7.00	<b>Resolution on the Extension of the Validity Period for the Shareholders' Resolutions in relation to the Non-public Issuance of A Shares of 2018</b>	Total	1,629,720,462	98.8887%	18,310,133	1.1110%	4,000	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the EGM	359,870,099	95.1574%	18,310,133	4.8416%	4,000	0.0011%
		Domestic shares (A shares)	1,450,296,672	99.9791%	298,620	0.0206%	4,000	0.0003%
		Overseas-listed foreign shares (H shares)	179,423,790	90.8773%	18,011,513	9.1227%	0	0.0000%
8.00	<b>Resolution on the Authorization in relation to the Non-public Issuance of A Shares of 2018</b>	Total	1,646,058,562	99.8801%	1,972,033	0.1197%	4,000	0.0002%
		Of which: shareholders each interested in less than 5% of the Company's shares	376,208,199	99.4775%	1,972,033	0.5214%	4,000	0.0011%

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 EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the EGM
		attending the EGM						
		Domestic shares (A shares)	1,450,297,372	99.9792%	297,920	0.0205%	4,000	0.0003%
		Overseas-listed foreign shares (H shares)	195,761,190	99.1521%	1,674,113	0.8479%	0	0.0000%

Note: In accordance with the Articles of Association of the Company, any shareholder who is required to abstain from voting in respect of or is restricted to either voting in favour of or voting against any particular resolution, any votes cast by such shareholder (or his or her proxy) in violation of the said requirement or restriction shall not count towards the valid number of total votes. Therefore, any votes cast by shareholders required to abstain from voting in respect of Resolution No. 5 at the EGM shall not be counted in the voting results for this resolution.



## **Annex II: Brief Biographies of the Directors of the Eighth Session of the Board of Directors of ZTE Corporation**

### **I. Brief Biographies of Non-independent Directors**

**Mr. Li Zixue (李自學)**, born in 1964, graduated from Xi'an Jiaotong University with a bachelor's degree in engineering majoring in electronic components and materials in 1987, and currently holds the professional title of researcher. Mr. Li joined Xi'an Microelectronics Technology Research Institute in 1987, working on research and development and management in relation to microelectronic technology. From 1987 to 2010, Mr. Li served successively as technician and deputy head, deputy chief and chief of hybrid integrated circuit department. From 2010 to 2014, Mr. Li acted successively as deputy head, deputy secretary of party committee, general secretary of discipline inspection committee and chairman of the supervisory committee of Xi'an Microelectronics Technology Research Institute. From 2014 to 2015, he was general secretary of party committee and general secretary of discipline inspection committee, chairman of the supervisory committee and deputy head of Xi'an Microelectronics Technology Research Institute. Mr. Li acted as general secretary of party committee and deputy head of Xi'an Microelectronics Technology Research Institute, which is a shareholder of the controlling shareholder of the Company (Zhongxingxin) from 2015 to January 2019. Mr. Li has been Chairman and executive Director of the Company since June 2018. Mr. Li has rich experience in practice and management in the electronics industry. Mr. Li does not hold any shares of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Li is not subject to any punishment by the China Securities Regulatory Commission ("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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Xu Ziyang (徐子陽)**, born in 1972. He graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as programmer, section chief of GSM product line development department of Nanjing Research and Development Center, head of PS development department, deputy general manager of core network, and product general manager of core network of the Company,

from 1998 to 2011. From 2011 to 2013, Mr. Xu acted as general manager of MKT fourth branch of the Company in charge of European and United States systems products. From 2014 to 2016, Mr. Xu acted as general manager of ZTE Services Deutschland GmbH, a subsidiary of the Company. From 2016 to July 2018, Mr. Xu acted concurrently as assistant to the President of the Company and product general manager of the CCN core network product line products of wireless operation department of the Company. Since July 2018 Mr. Xu has been the President of the Company, and he has been executive Director of the Company since August 2018. Since July 2018, Mr. Xu has been director of ZTE Microelectronics Technology Company Limited, a subsidiary of the Company, and he has been chairman of the ZTE Microelectronics Technology Company Limited since August 2018. Mr. Xu has many years of operational and management experience in the telecommunication industry. Mr. Xu has been granted 252,000 A share options as a participant of the 2017 Share Option Incentive Scheme of the Company. Mr. Xu is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Xu 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Li Buqing (李步青)**, born in 1972, graduated from Jiangxi University of Finance & Economics with a bachelor's degree in economics majoring in financial accounting in 1994, and currently holds the professional title of senior economist. From 1994 to 2001, Mr. Li worked in Shenzhen Aerospace Guangyu Industrial Company Limited. From 2001 to 2009, Mr. Li served successively as deputy general manager and general manager of Shenzhen Zhenfeng Industry Limited. From 2009 to 2012, Mr. Li served as deputy general manager of Shenzhen Aerospace Real Estate Development Co., Ltd. From 2011 to 2017, Mr. Li worked as general manager and chairman of Shenzhen Aerospace Real Estate Consultation Co., Ltd. Since 2015, Mr. Li has successively acted as deputy chief economist and director of CASIC Shenzhen (Group) Company Limited. Since 2016, Mr. Li has successively acted as deputy chief economist and chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited. From 2015 to 2018, Mr. Li concurrently acted as chairman of Nanjing Aerospace Yinshan Electronic Co., Ltd. From 2017 to 2018, Mr. Li concurrently acted as chairman of Aerospace Science & Industry Europe Co., Ltd. Since 2017, he has concurrently served as chairman of Shenzhen Aerospace Liye Industry Development Co., Ltd., director of Shenzhen Aerospace Guangyu Industrial Company Limited, Shenzhen Aerospace Property

Management Co., Ltd. and he has successively concurrently served as director and supervisor of HT-Hysa Security Technology Engineering Co., Ltd. Mr. Li has been non-executive Director of the Company since June 2018. Mr. Li has rich experience in management and operations. Mr. Li does not hold any shares of the Company. Mr. Li acts as a director of Shenzhen Aerospace Guangyu Industrial Company Limited, which is a shareholder of Zhongxingxin, the controlling shareholder of the Company, and he is not connected with the directors, supervisors and senior management of the Company. Mr. Li 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Gu Junying (顧軍營)**, born in 1967, graduated from the Department of Aerospace Engineering of Shenyang Institute of Aeronautical Industry with a bachelor's degree in engineering majoring in aircraft manufacturing in 1989 and from Beijing Institute of Technology with a master's degree in industrial engineering majoring in management engineering in 2002, and currently holds the professional title of researcher. From 1989 to 2003, Mr. Gu served successively as processor, workshop director, division chief, deputy plant manager, and deputy plant manager and deputy party secretary at Factory 211. From 2003 to 2009, Mr. Gu served successively as head of human resources department/head of party committee work department, head of manager department and assistant to general manager of China Aerospace Times Electronics Limited. From June 2008 to December 2008, Mr. Gu also concurrently acted as general manager of Aerospace Times Real Estate Development Limited. From 2009 to January 2019, Mr. Gu served as assistant to the dean of China Aerospace Electronics Technology Research Institute, which is an indirect shareholder of the controlling shareholder of the Company, and concurrently acted as director of China Times Prospect Technology Co., Ltd. From 2009 to 2017, Mr. Gu successively acted as general manager of China Times Prospect Technology Co., Ltd., chairman of Beijing Huafeng Test & Control Co., Ltd., chairman of Beijing Aerospace Sed Technology Development Co., Ltd. and vice chairman of Aerospace Electric Group Co., Ltd. From 2017 to September 2018, Mr. Gu acted as chairman of Aerospace IoT Technology Co., Ltd. From 2017 to January 2019, Mr. Gu acted as vice president of China Aerospace Times Electronics

Co., Ltd. (a company listed on the Shanghai Stock Exchange). Since June 2018, Mr. Gu has been executive Director of the Company, and he has been Executive Vice President of the Company since July 2018. Mr. Gu has rich experience in management and operations. Mr. Gu does not hold any shares of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Gu 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Zhu Weimin (諸為民)**, born in 1966, graduated from the Department of Electronic Engineering of Shanghai Jiaotong University with a bachelor's degree in engineering majoring in electronic engineering in 1988 and obtained an MBA degree from China Europe International Business School in Shanghai in 2003. Mr. Zhu served successively as a technician and deputy head of Suzhou Dongfeng Communication Equipment Factory Research Institute from 1988 to 1991; research engineer and deputy director of the development department of Shenzhen Zhongxing Semiconductor Co., Ltd. from 1991 to 1993; research engineer of Zhongxingxin, the controlling shareholder of the Company and head of Nanjing Research Institute of Zhongxingxin from 1993 to 1997. Mr. Zhu served as Director and deputy general manager of the Company from 1997 to 2000; deputy general manager of Zhongxingxin from 2002 to 2003; general manager of Shenzhen Changfei Investment Co., Ltd. from 2004 to 2013; and director of Shenzhen Jufei Optoelectronics Co., Ltd. (a company listed on the Shenzhen Stock Exchange in 2012) from 2009 to 2015. Mr. Zhu has served as director of Shenzhen Techaser Technologies Co., Ltd. since 2008 and concurrently acted as advisor from 2013 to 2018; and chairman/ director of Shenzhen Zhongxing International Investment Co., Ltd. and its certain subsidiaries since 2018. At present, he is concurrently serving as director of Zhongxingxin, Shenzhen Zhongxing WXT Equipment Company Limited and Shenzhen Xinyu Tengyue Electronics Co., Ltd. Mr. Zhu has been non-executive Director of the Company since June 2018. Mr. Zhu has rich experience in management and operations. Mr. Zhu does not hold any shares of the Company. He is a director of Zhongxingxin and Shenzhen Zhongxing WXT Equipment Company Limited, which is a shareholder of Zhongxingxin, the controlling shareholder of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Zhu 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Ms. Fang Rong (方榕)**, born in 1964, graduated from Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1987 with a bachelor's degree in engineering, majoring in telecommunications engineering. From 1987 to 1995, Ms. Fang worked at Wuhan Posts and Telecommunications and Science Research Institute under the Ministry of Posts and Telecommunications. She worked in Zhongxingxin from 1995 to 1997; and worked in the Company from 1997 to 2009, acting as Senior Vice President of the Company from 1998 to 2009. She has been director and deputy vice president of Zhongxing Development Company Limited since 2009. Ms. Fang has been non-executive Director of the Company since June 2018. Ms. Fang has many years of operational and management experience in the telecommunication industry. Ms. Fang does not hold any shares of the Company. She is director and deputy vice president of Zhongxing Development Company Limited, an investee company of Zhongxingxin, the controlling shareholder of the Company. She is not connected with the directors, supervisors and senior management of the Company. Ms. Fang 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. She is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

## **II. Brief Biographies of Independent Non-executive Directors**

**Ms. Cai Manli (蔡曼莉)**, born in 1973, graduated from Renmin University of China with a bachelor's degree in economics majoring in accounting in 1998 and obtained a master's degree in management from Central University of Finance and Economics in 2006. She is a certified public accountant of the PRC and certified tax agent of the PRC. From 2002 to 2015, Ms. Cai was involved in regulatory governance of listed companies at CSRC, holding successively the positions of deputy chief of the M&A Governance Office II and chief of the M&A Governance Office I while also serving as the leader of the accounting and evaluation group at the Department for the Governance of Listed Companies. Since 2015, she has been

general manager of HEYI Rising Assets Management Co., Ltd. and senior advisor at King & Wood Mallesons. Since 2016, she has been external supervisor of Sichuan Xinwang Bank Co., Ltd. Since November 2018, she has been independent director of Shanghai Flyco Electrical Appliance Co., Ltd (a company listed on the Shanghai Stock Exchange). Since December 2018, she has been independent director of Beijing Yadii Media Co., Ltd. Since February 2019, she has been independent director of SF Diamond Co., Ltd. (a company listed on the Shenzhen Stock Exchange), Hubei Broadcasting and Television Information Network Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Ms. Cai has been independent non-executive Director of the Company since June 2018. Ms. Cai has rich experience in consultation and equity investments relating to capital markets. Ms. Cai does not hold any shares of the Company. She is not connected with the controlling shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Ms. Cai 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. She is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Yuming Bao (鮑毓明)**, born in 1972, graduated from Tianjin University with a bachelor's degree in engineering in 1994, obtained a master's degree in management science and engineering in 1999 from Tianjin University. In 2001, he obtained a master's degree in computer science from the University of Bridgeport, United States. He is a qualified PRC lawyer and a licensed Supreme Court attorney of the United States. Mr. Bao has been engaged in the legal practice since 1996, working as a partner with law firms in the Beijing / Tianjin region and posting in New York and California in the United States for close to 10 years. He has served as senior legal advisor to multinational enterprises including Cisco and News Corporation of the United States and South China Holdings of Hong Kong. Mr. Bao is currently vice president and chief legal officer of Yantai Jereh Oilfield Services Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange) and its subsidiaries (the "Jereh Group"). Mr. Bao has been independent non-executive Director of the Company since June 2018. Mr. Bao is an overseas senior talent recognized by the Ministry of Education, a foreign expert accredited by the State Administration of Foreign Experts Affairs and one of the top 10 chief legal officers in the country. Mr. Bao also has extensive experience in teaching and research as a lecturer of Long Island Business Institute in New York, a researcher in Southwest University of Political Science & Law and a professor of China Behavioral Jurisprudence Institute. He has extensive experience in law and compliance in the PRC and the United States, as well as a strong background in management and technology. Mr. Bao does not hold any shares of the Company. He is not connected with the controlling

shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Mr. Bao 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Gordon Ng (吳君棟)**, born in 1964, graduated with a bachelor's degree in microbiology and biochemistry in 1987 and further obtained a master's degree in intellectual property rights in 1988 from the University of London. He is a solicitor admitted in England and Wales and in Hong Kong. Mr. Ng has been the head of the Corporate Finance / Capital Markets Department at the Hong Kong Office of Dentons, an international law firm, since July 2013. He is currently an independent non-executive director of China Energin International (Holdings) Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Mainland Headwear Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited), respectively. Mr. Ng has been independent non-executive Director of the Company since June 2018. Mr. Ng brings with him extensive experience in corporate listing and merger and acquisition. Mr. Ng does not hold any shares of the Company. He is not connected with the controlling shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Mr. Ng 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

### **Annex III: Brief Biographies of the Supervisors of the Eighth Session of the Supervisory Committee of ZTE Corporation**

#### **I. Brief Biographies of Shareholders' Representative Supervisors**

**Mr. Shang Xiaofeng** (尚曉峰), born in 1975, graduated from Shanxi University of Finance and Economics in 2001 with a master's degree in management majoring in Accounting and holds qualifications as a certified management accountant and the title of senior accountant. Mr. Shang worked at the Agricultural Bank of China, Shenzhen Branch from July 2001 to September 2002. He worked at the treasury department of Ping An Insurance (Group) Company of China, Ltd. from September 2002 to March 2011. Mr. Shang had successively undertaken the positions of deputy treasury department manager of the finance centre, treasury department manager of the finance centre and head of the finance centre of CASIC Shenzhen (Group) Limited from March 2011 to May 2017. He has concurrently served as director of Shenzhen CASIC Motor System Co., Ltd. (深圳航天微電機有限公司) since July 2014, director of Aerospace Yinshan Electric Co., Ltd. (航天銀山電氣有限公司) since May 2015. Since May 2017, Mr. Shang has severed as head of the finance department of Shenzhen Aerospace Industrial Technology Research Institute Limited, and concurrently acted as director of Guangdong Euroklimat Air-Conditioning & Refrigeration Co., Ltd. since May 2017. He has severed as supervisor of Zhongxingxin Telecom Company Limited and director of Shenzhen CASIC Technology & Innovation Industrial Co., Ltd. (深圳航天科創實業有限公司) since September 2017, and chairman of CASIC Liangli Electric Co., Ltd. (航天亮麗電氣有限責任公司) since March 2018. Mr. Shang has extensive experience in financial and operational management. He does not hold any shares in the Company. Mr. Shang is a supervisor at Zhongxingxin, the controlling shareholder of the Company and the head of the finance department of Shenzhen Aerospace Industrial Technology Research Institute Limited, an indirect shareholder of Zhongxingxin. He is not connected with the directors, supervisors or senior management of the Company. He 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Ms. Zhang Sufang** (張素芳), born in 1974, graduated from Nankai University in June 2000 with a master's degree in management. From July 2000 to February 2009, Ms. Zhang had successively served at the promotion and reception department and as head of the finance department of Zhongxingxin; she has been secretary to the board of directors of Zhongxingxin since July 2006 and head of the general office of Zhongxingxin since February



2009. Since December 2011, Ms. Zhang has served as a member of the fourth and fifth sessions of CPPCC Shenzhen Luohu District Committee. She is also concurrently serving as director / supervisor / general manager at various subsidiaries of Zhongxingxin. Ms. Zhang has extensive experience in management and operations. She does not hold any shares in the Company. Ms. Zhang is the secretary to the board of directors and head of the general office of Zhongxingxin, the controlling shareholder of the Company. She is not connected with the directors, supervisors or senior management of the Company. She is not subject to any punishment by 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. She is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

## **II. Brief Biographies of Staff Representative Supervisors**

**Mr. Xie Daxiong (謝大雄)**, born in 1963. Mr. Xie is a professor-grade senior engineer. He graduated from the Nanjing University of Science and Technology in 1986 with a master's degree in engineering, specialising in applied mechanics. Mr. Xie joined Zhongxingxin, controlling shareholder of the Company, in 1994 and had been the head of the Nanjing Research Institute of Zhongxingxin. From 1998 to 2004, Mr. Xie had been CDMA Product Manager and General Manager of CDMA Division of the Company. From 2004 to 2012, he was Executive Vice President of the Company in charge of the Company's technology planning and strategy. He has been Chairman of the Supervisory Committee of the Company since March 2013. Mr. Xie is concurrently acting as chairman of two subsidiaries of the Company including ZTE Newstart Technology Co., Ltd. Mr. Xie is a national-level candidate of the talent programme entitled to special government grants awarded by the State Council. He was a recipient of the first Shenzhen Mayor Prize. Mr. Xie is currently the director of the National Key Laboratory for Mobile Networks and Mobile Multi-media Technologies and a standing member of the Communications Science and Technology Committee under the Ministry of Industry and Information Technology. Mr. Xie has many years of practical and management experience in telecommunications industry. Mr. Xie is interested in 495,803 A shares of the Company. Mr. Xie is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Xie 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the

Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Ms. Xia Xiaoyue (夏小悅)**, born in 1975. Ms. Xia graduated from the Department of Finance of Nankai University in July 1998 with a bachelor's degree in economics. She joined the Company in 1998 and has served as Head of the Supplies Department and Head of the Planning Department. She is currently Deputy Head of the Human Resources Department of the Company. Ms. Xia has been Supervisor of the Company since March 2016. She has extensive experience in management and operations. Ms. Xia is interested in 50,927 A shares of the Company. Ms. Xia is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Ms. Xia 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. She is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

**Mr. Li Quancai (李全才)**, born in 1961. Mr. Li graduated from Xi'an Jiaotong University in 1989 with a bachelor's degree, majoring in industrial and corporate automation. Mr. Li worked at China Aerospace Factory No.691 from August 1981 to October 1989. From November 1989 to September 1993, he was under the employment of Shenzhen Zhongxing Semiconductor Co., Ltd. He joined Zhongxingxin, the controlling shareholder of the Company, in October 1993 and had since successively served as after-sales engineer, manager of sales department and regional general manager of marketing until October 1997. From November 1997 to May 2018, Mr. Li has held the positions of Deputy General Manager of Marketing Division II, Deputy General Manager of Marketing of the Mobile Division, Deputy General Manager of Production of the Mobile Division, Head of the Xi'an Research Institute of the Mobile Division and Deputy Head of the Wireless Research Institute of the Company. Since May 2018, Mr. Li acts as the chairperson of the labor union of the Company. Mr. Li has extensive experience in management and operations. Mr. Li does not hold any shares of the Company. Mr. Li is not connected with the controlling shareholder of the Company, or with the directors, supervisors, and senior management of the Company. Mr. Li 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, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with

the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, 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 and Supervisors in particular, that need to be brought to the attention of the shareholders of the Company.