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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 2014 Annual General Meeting**

*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 2014 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 May 2015. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

Additional resolution proposed: On 23 April 2015, the Board of Directors of the Company received an ex tempore motion (being the "Resolution on the Election of Independent Non-executive Directors") from its shareholder, Shenzhen Zhongxingxin Telecommunications Equipment Company Limited, who requested the Board of Directors of the Company to table such motion for consideration at the 2014 Annual General Meeting. The Supplementary Notice of the 2014 Annual General Meeting dated 27 April 2015 has been dispatched to the shareholders of the Company.

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

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

1. On-site meeting commenced at 9:00 a.m. on Thursday, 28 May 2015.
2. Online voting by domestic shareholders was conducted from 27 May 2015 to 28 May 2015 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 28 May 2015; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 27 May 2015 to 15:00 on 28 May 2015.

#### **(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. Domestic shareholders may vote through:

- on-site voting, including attendance 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 domestic shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. Domestic 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 in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

### (IV) Convener

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

### (V) Chairman of the AGM

Mr. Hou Weigui, 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 "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 AGM**

On the date of the AGM, the Company had a total of 3,437,541,278 shares in issue (shares entitling the shareholder to attend and vote on all the resolutions at the AGM), comprising 2,807,955,833 domestic shares (A shares) and 629,585,445 overseas-listed foreign shares (H shares).

66 shareholders (or proxies) held 1,390,228,513 shares or 40.44% of the total number of shares carrying voting rights at the AGM of the Company. Of which, 65 shareholders (or proxies) each interested in less than 5% of the Company's shares held 332,036,569 shares or 9.66% 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.

(1) Attendance of holders of domestic shares (A shares)

64 A shareholders (or proxies) holding 1,180,070,328 shares or 42.03% 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: 27 A shareholders (or proxies) holding 1,141,419,241 shares or 40.65% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting; and 37 A shareholders holding 38,651,087 shares or 1.38% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of overseas-listed foreign shares (H shares)

2 H shareholders (or proxies) holding 210,158,185 shares or 33.38% of the total number of H shares carrying voting rights of the Company attended the on-site meeting.

In addition, certain Directors, Supervisors and senior management of the Company and the PRC lawyers, the auditors of the Company attended the AGM.

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

The following resolutions were considered and passed by voting by open ballot at the AGM (of which all the ordinary resolutions were passed by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM; and all the special resolutions were passed by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM. For details of the voting results, please refer to Annex I “Statistics of Voting Results in respect of Resolutions Proposed at the 2014 Annual General Meeting of ZTE Corporation”):

##### **Ordinary Resolutions**

**(I) Consideration and approval of the “2014 Annual Report of the Company (including 2014 financial report of the Company audited by the PRC and Hong Kong auditors)”;**

**(II) Consideration and approval of the “2014 Report of the Board of Directors of the Company”;**

**(III) Consideration and approval of the “2014 Report of the Supervisory Committee of**

**the Company”;**

**(IV) Consideration and approval of the “2014 Report of the President of the Company”;**

**(V) Consideration and approval of the “Final Financial Accounts of the Company for 2014”;**

**(VI) Consideration and approval on an individual basis of the “Resolutions of the Company on the Proposed Application for Composite Credit Facilities”, with details as follows:**

6.1 Consideration and approval of the “Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion”, with details as follows:

1. That the application by the Company to Bank of China Limited, Shenzhen Branch for a RMB23.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.
2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB23.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2014 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2016. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

6.2 Consideration and approval of the “Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen Branch for a composite credit facility amounting to RMB15.0 billion”, with details as follows:

1. That the application by the Company to China Construction Bank Corporation, Shenzhen Branch for a RMB15.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the

bank and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company's requirements or negotiations with the bank, subject to the cap of the aforesaid RMB15.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2014 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2016. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the relevant legal contracts and documents.

6.3 Consideration and approval of the "Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD5.5 billion", with details as follows:

1. That the application by the Company to China Development Bank Corporation, Shenzhen Branch for a USD5.5 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.

2. That the Board of Directors be authorised to adjust the details and actual duration of the credit facility pursuant to the Company's requirements or negotiations with the bank, subject to the cap of the aforesaid USD5.5 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorised to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2014 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2016. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. Mr. Hou Weigui, the legal representative of the Company, or the signatory authorized by Mr. Hou Weigui is hereby authorized to sign the

relevant legal contracts and documents.

**(VII) Consideration and approval on an individual basis of the “Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2015”, with details as follows:**

7.1 Approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company’s financial report for 2015 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted;

7.2 Approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company’s financial report for 2015 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2015 based on the specific audit work to be conducted;

7.3 Approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2015 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted.

**(VIII) Consideration and approval of the “Resolution on the Application for Investment Limits in Derivative Products of the Company for 2015”, with details as follows:**

Approve the authorisation for the Company to invest in value protection derivative products against its foreign exchange risk exposure by hedging through dynamic coverage rate for a net amount not exceeding the equivalent of USD3.0 billion (such limit may be applied on a revolving basis during the effective period of the authorisation). The authorization shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier.

**(IX) Consideration and approval of the “Resolution on the Provision of Guarantee by the Company for Overseas Subsidiaries in respect of Debt Financing”, with details as follows:**

That the provision of guarantee by the Company for ZTE (H.K.) Limited (“ZTE HK”) or ZTE COOPERATIEF UA (“ZTE Netherlands”) in respect of overseas medium- to long-term debt financing be approved, the details of which are as follows:

1. That the provision of guarantee by way of joint liability assurance for an amount of not more than EUR200 million (or the equivalent in other currencies, calculated according to the Company’s foreign currency statement book exchange rate) for a term of not more than five years (from the date on which the debt financing agreement comes into effect) by the Company in respect of the medium- to long-term overseas debt financing (including but not limited to banks facilities and issue of bonds) of ZTE HK or ZTE Netherlands be approved.

2. That Mr. Hou Weigui, the legal representative of the Company, or his authorized signatory

be authorised to determine the specific amount and period of guarantee based on the results of negotiations between ZTE HK or ZTE Netherlands and the relevant debt financing parties subject to the aforesaid limit and period of guarantee and to negotiate with the relevant debt financing parties and execute all guarantee agreements and other pertinent legal contracts and documents relating to the aforesaid guarantee, and deal with other matters pertaining to such guarantee.

**(X) Consideration and approval of the “Resolution on Continuing Connected Transactions in respect of the Execution of the Financial Service Agreement with Mobi Antenna”, with details as follows:**

That the approval of the 2015 financial service agreement entered into between ZTE Group Finance Co., Ltd., a wholly-owned subsidiary of the Company, and Mobi Antenna Technology Company Limited (“Mobi Antenna”), a connected person, with the estimated daily balance (principal cum interest) of outstanding discounted bills under the bill discounting service provided by ZTE Group Finance Co., Ltd. to Mobi Antenna for 2015 under the agreement capped at RMB300 million.

**(XI) Consideration and approval of the “Resolution on Revising the Cap for the Aggregate Transaction Amount in Continuing Connected Transactions with Mobi Antenna (a Connected Person) relating to the Purchase of Raw Materials in 2015”, with details as follows:**

That the approval of the increase of the cap for the aggregate transaction amount (before VAT) of purchase of various products such as communications antennas, radio frequency transmitter, feeder and terminal antenna by the Company from Mobi Antenna, a connected party, in 2015 to RMB1,500 million.

### **Special Resolutions**

**(XII) Consideration and approval of the “Proposal for Profit Distribution and Conversion from Capital Reserve for 2014”, with details as follows:**

1. That the proposal for profit distribution and conversion from capital reserve for 2014 tabled by the Board of Directors of the Company be approved.

Proposed profit distribution for 2014: RMB2.0 for every 10 shares (before tax) based on the Company’s total share capital of 3,437,541,278 shares as at 31 December 2014.

Proposed conversion from capital reserve for 2014: the creation of 2 shares for every 10 shares by way of conversion of capital reserves, representing a total increase of 687,508,255 shares based on the Company’s total share capital of 3,437,541,278 shares as at 31 December 2014. Fractional entitlements shall be dealt with in accordance with relevant rules of the stock exchange and the clearing house of the place where the stocks of the Company are listed. As a result, the actual amount of share capital increased by conversion of capital

reserve and the actual number of shares created in aggregate after implementation of the proposed conversion from capital reserves might be slightly different from the aforesaid estimates.

2. That the Board of Directors be authorised to deal with matters relating to the profit distribution and conversion from capital reserves for 2014, to amend relevant clauses of the Articles of Association based on the implementation of the conversion from capital reserves to increase the registered capital of the Company and reflect the new capital structure after the conversion from capital reserves, and to process any changes in industrial and commercial registration required as a result of the alteration in registered capital.

**(XIII) Consideration and approval of the “Resolution on the Proposed Registration and Issue of SCP”, with details as follows:**

1. That the registration and issue plan for the register and issue of super and short-term commercial paper (“SCP”) with a size of not more than RMB8,000 million by the Company be approved.

2. That Mr. Hou Weigui, the legal representative of the Company, or his authorized signatory be authorised to: (a) confirm the appointment of relevant intermediaries relating to the registration and issue, including but not limited to the lead underwriter and bookrunner, etc; and (b) confirm the actual issue plan (including the timing, amount, tranches and term of issue, etc) based on the outcome of negotiations between the Company and parties related to the issue, subject to the aforesaid plan for the registration and issue of SCP, negotiate and sign relevant agreements with parties relating to the issue and other relevant legal contracts and documents and deal with other relevant matters.

**(XIV) Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2015”, 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 domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic 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 domestic 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, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar



arrangement from time to time being adopted for the grant or issue to directors, supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

III. The Board of Directors will only exercise the above authority in compliance with the Company Law (as amended from time to time) and the Hong Kong Listing Rules (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 general meeting until the earliest of:

I. the conclusion of the next annual general meeting of the Company following the passing of this resolution;

II. the expiration of a 12-month period following the passing of this resolution; or

III. 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; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

3. Where the Board of Directors resolves to issue shares (including securities convertible into domestic shares and/or H Shares of the Company) pursuant to paragraph 1 of this resolution, the Board of Directors be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things 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 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 hereby authorised to amend the Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph 1 of this resolution.

### **Ordinary Resolution**

#### **(XV) Consideration and approval on an individual basis of the “Resolution on the Election of Independent Non-executive Directors”, with details as follows:**

15.1 That Mr. Chen Shaohua be elected by way of accumulative voting as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016;

15.2 That Mr. Lü Hongbing be elected by way of accumulative voting as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016;

15.3 That Mr. Bingsheng Teng be elected by way of accumulative voting as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016.

Please refer to Annex II for brief biographies of the independent non-executive directors listed above. Independent non-executive directors shall each receive an annual allowance of RMB130,000 (before tax) from the Company in accordance with the rates for independent non-executive directors’ allowance approved at the 2009 Annual General Meeting of the Company. Independent non-executive directors’ personal income tax shall be withheld and paid by the Company on behalf of them.

Computershare Hong Kong Investor Services Limited (the H share registrar of the Company), witnessing lawyers, two shareholder representatives and two supervisor representatives have been appointed by the Company 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: Wei Wei and Wang Yufei

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 and the convener and the voting procedures of the 2014 Annual General Meeting of the Company are in compliance with relevant provisions of the Company Law, the Securities Law of the People’s Republic of China, the Rules for General Meetings of Listed Companies and other existing laws, regulations and regulatory documents and of the Articles of Association, and the “Resolutions

of the 2014 Annual General Meeting of ZTE Corporation,” approved at the AGM were legal and valid.

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

1. Document of the 2014 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2014 Annual General Meeting of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2014 Annual General Meeting of ZTE Corporation.

By Order of the Board  
**Hou Weigui**  
*Chairman*

Shenzhen, the PRC  
28 May 2015

*As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Shi Lirong, Yin Yimin and He Shiyong; six non-executive directors, Hou Weigui, Zhang Jianheng, Xie Weiliang, Wang Zhanchen, Zhang Junchao and Dong Lianbo; and five independent non-executive directors, Qu Xiaohui, Wei Wei, Chen Naiwei, Tan Zhenhui and Richard Xike Zhang.*

## Annex I:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the 2014 Annual General Meeting**

No.	Matters considered	Class of shares	For		Against		Abstained	
			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
<b>Ordinary resolutions (11 resolutions)</b>								
1	<b>2014 Annual Report of the Company (including 2014 financial report of the Company audited by the PRC and Hong Kong auditors)</b>	Total	1,389,262,379	99.9377%	512,200	0.0368%	354,334	0.0255%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,070,435	99.7389%	512,200	0.1543%	354,334	0.1067%
		Domestic shares (A shares)	1,179,465,594	99.9488%	250,400	0.0212%	354,334	0.0300%
		Overseas-listed foreign shares (H shares)	209,796,785	99.8754%	261,800	0.1246%	0	0.0000%
2	<b>2014 Report of the Board of Directors of the Company</b>	Total	1,389,250,579	99.9368%	519,000	0.0373%	359,334	0.0258%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,058,635	99.7354%	519,000	0.1564%	359,334	0.1083%
		Domestic shares (A shares)	1,179,453,794	99.9478%	257,200	0.0218%	359,334	0.0305%
		Overseas-listed foreign shares (H shares)	209,796,785	99.8754%	261,800	0.1246%	0	0.0000%
3	<b>2014 Report of the Supervisory Committee of the Company</b>	Total	1,388,635,279	99.9357%	519,000	0.0374%	374,634	0.0270%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	330,443,335	99.7303%	519,000	0.1566%	374,634	0.1131%
		Domestic shares (A shares)	1,179,438,494	99.9465%	257,200	0.0218%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	209,196,785	99.8750%	261,800	0.1250%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			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
4	2014 Report of the President of the Company	Total	1,388,635,279	99.9357%	519,000	0.0374%	374,634	0.0270%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	330,443,335	99.7303%	519,000	0.1566%	374,634	0.1131%
		Domestic shares (A shares)	1,179,438,494	99.9465%	257,200	0.0218%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	209,196,785	99.8750%	261,800	0.1250%	0	0.0000%
5	Final Financial Accounts of the Company for 2014	Total	1,389,235,279	99.9357%	519,000	0.0373%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,043,335	99.7308%	519,000	0.1564%	374,634	0.1129%
		Domestic shares (A shares)	1,179,438,494	99.9465%	257,200	0.0218%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	209,796,785	99.8754%	261,800	0.1246%	0	0.0000%
6	<b>Resolutions of the Company on the Proposed Application for Composite Credit Facilities</b>							
6.1	Resolution of the Company proposing the application to Bank of China Limited, Shenzhen Branch for a composite credit facility amounting to RMB23.0 billion	Total	1,379,601,701	99.2818%	9,605,109	0.6912%	374,634	0.0270%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,409,757	96.9885%	9,605,109	2.8984%	374,634	0.1130%
		Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	200,156,407	95.5350%	9,354,709	4.4650%	0	0.0000%
6.2	Resolution of the Company proposing the application to China Construction Bank Corporation, Shenzhen	Total	1,380,248,770	99.2822%	9,605,109	0.6909%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	322,056,826	96.9944%	9,605,109	2.8928%	374,634	0.1128%

No.	Matters considered	Class of shares	For		Against		Abstained	
			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
	Branch for a composite credit facility amounting to RMB15.0 billion	Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	200,803,476	95.5487%	9,354,709	4.4513%	0	0.0000%
6.3	Resolution of the Company proposing the application to China Development Bank Corporation, Shenzhen Branch for a composite credit facility amounting to USD5.5 billion	Total	1,380,248,770	99.2822%	9,605,109	0.6909%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	322,056,826	96.9944%	9,605,109	2.8928%	374,634	0.1128%
		Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	200,803,476	95.5487%	9,354,709	4.4513%	0	0.0000%
<b>7</b>	<b>Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2015</b>							
7.1	Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2015 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted	Total	1,389,603,479	99.9550%	250,400	0.0180%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,411,535	99.8118%	250,400	0.0754%	374,634	0.1128%
		Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	210,158,185	100.0000%	0	0.0000%	0	0.0000%
7.2	Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2015 and authorise the Board of Directors to fix the	Total	1,389,603,479	99.9550%	250,400	0.0180%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,411,535	99.8118%	250,400	0.0754%	374,634	0.1128%
		Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%

No.	Matters considered	Class of shares	For		Against		Abstained	
			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
	financial report audit fees of Ernst & Young for 2015 based on the specific audit work to be conducted	Overseas-listed foreign shares (H shares)	210,158,185	100.0000%	0	0.0000%	0	0.0000%
7.3	Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2015 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2015 based on specific audit work to be conducted	Total	1,389,603,479	99.9550%	250,400	0.0180%	374,634	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,411,535	99.8118%	250,400	0.0754%	374,634	0.1128%
		Domestic shares (A shares)	1,179,445,294	99.9470%	250,400	0.0212%	374,634	0.0317%
		Overseas-listed foreign shares (H shares)	210,158,185	100.0000%	0	0.0000%	0	0.0000%
8	<b>Resolution on the Application for Investment Limits in Derivative Products of the Company for 2015</b>	Total	1,388,356,410	99.9550%	240,100	0.0173%	384,934	0.0277%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	330,164,466	99.8110%	240,100	0.0726%	384,934	0.1164%
		Domestic shares (A shares)	1,179,445,294	99.9470%	240,100	0.0203%	384,934	0.0326%
		Overseas-listed foreign shares (H shares)	208,911,116	100.0000%	0	0.0000%	0	0.0000%
9	<b>Resolution on the Provision of Guarantee by the Company for Overseas Subsidiaries in respect of Debt Financing</b>	Total	1,380,841,970	99.3248%	9,001,609	0.6475%	384,934	0.0277%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	322,650,026	97.1730%	9,001,609	2.7110%	384,934	0.1159%
		Domestic shares (A shares)	1,179,438,494	99.9465%	246,900	0.0209%	384,934	0.0326%
		Overseas-listed foreign shares (H shares)	201,403,476	95.8342%	8,754,709	4.1658%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstained	
			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
10	<b>Resolution on Continuing Connected Transactions in respect of the Execution of the Financial Service Agreement with Mobi Antenna by the Company</b>	Total	1,389,003,479	99.9119%	840,100	0.0604%	384,934	0.0277%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	330,811,535	99.6311%	840,100	0.2530%	384,934	0.1159%
		Domestic shares (A shares)	1,179,445,294	99.9470%	240,100	0.0203%	384,934	0.0326%
		Overseas-listed foreign shares (H shares)	209,558,185	99.7145%	600,000	0.2855%	0	0.0000%
11	<b>Resolution on Revising the Cap for the Aggregate Transaction Amount in Continuing Connected Transactions with Mobi Antenna ( a connected person) relating to the Purchase of Raw Materials by the Company in 2015</b>	Total	1,388,996,679	99.9114%	840,100	0.0604%	391,734	0.0282%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	330,804,735	99.6290%	840,100	0.2530%	391,734	0.1180%
		Domestic shares (A shares)	1,179,438,494	99.9465%	240,100	0.0203%	391,734	0.0332%
		Overseas-listed foreign shares (H shares)	209,558,185	99.7145%	600,000	0.2855%	0	0.0000%
<b>Special resolutions (3 resolutions)</b>								
12	<b>Resolution on the Proposal for Profit Distribution and Conversion from Capital Reserve for 2014</b>	Total	1,389,596,679	99.9546%	258,300	0.0186%	373,534	0.0269%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	331,404,735	99.8097%	258,300	0.0778%	373,534	0.1125%
		Domestic shares (A shares)	1,179,438,494	99.9465%	258,300	0.0219%	373,534	0.0317%
		Overseas-listed foreign shares (H shares)	210,158,185	100.0000%	0	0.0000%	0	0.0000%
13	<b>Resolution on the Proposed Registration and Issue of SCP</b>	Total	1,378,245,394	99.1380%	11,598,185	0.8343%	384,934	0.0277%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,053,450	96.3910%	11,598,185	3.4930%	384,934	0.1159%



No.	Matters considered	Class of shares	For		Against		Abstained	
			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
		Domestic shares (A shares)	1,179,438,494	99.9465%	246,900	0.0209%	384,934	0.0326%
		Overseas-listed foreign shares (H shares)	198,806,900	94.5987%	11,351,285	5.4013%	0	0.0000%
14	Resolution of the Company on the Application for General Mandate for 2015	Total	1,239,270,503	89.1550%	150,361,876	10.8173%	384,934	0.0277%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	181,078,559	54.5704%	150,361,876	45.3136%	384,934	0.1160%
		Domestic shares (A shares)	1,176,758,658	99.7194%	2,926,736	0.2480%	384,934	0.0326%
		Overseas-listed foreign shares (H shares)	62,511,845	29.7751%	147,435,140	70.2249%	0	0.0000%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
<b>Ordinary resolution (1 additional resolution)</b>				
15	<b>Resolution on the election of independent non-executive directors (by way of accumulative voting)</b>			
15.1	Election of Mr. Chen Shaohua as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Total	1,385,624,810	99.6689%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	327,432,866	98.6135%
		Domestic shares (A shares)	1,178,534,494	99.8699%
		Overseas-listed foreign shares (H shares)	207,090,316	98.5402%

No.	Matters considered	Class of shares	For	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
15.2	Election of Mr. Lü Hongbing as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Total	1,377,620,252	99.0931%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	319,428,308	96.2027%
		Domestic shares (A shares)	1,178,534,494	99.8699%
		Overseas-listed foreign shares (H shares)	199,085,758	94.7314%
15.3	Election of Mr. Bingsheng Teng as an independent non-executive director of the Sixth Session of the Board of Directors of the Company for a term commencing on 22 July 2015 and ending on 29 March 2016	Total	1,387,663,810	99.8155%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	329,471,866	99.2276%
		Domestic shares (A shares)	1,179,038,494	99.9126%
		Overseas-listed foreign shares (H shares)	208,625,316	99.2706%

## **Annex II: Brief Biographies of Independent Non-executive Directors**

**Mr. Chen Shaohua (陳少華)**, born in 1961, obtained his MBA degree at Dalhousie University, Canada in 1987 and his doctoral degree in Economics (Accounting) at Xiamen University in 1992. With the title of Accounting Professor, Mr. Chen is currently professor and tutor to doctoral candidates of the Accounting Department, School of Management and deputy director of the Accounting Development Research Centre (a key research base for arts disciplines designated by the Ministry of Education) of Xiamen University. Mr. Chen has been teaching assistant, lecturer and associate professor of the Accounting Department of Xiamen University, as well as visiting professor at Virginia Union University. He has also been a certified public accountant at the Xiamen University Accounting Firm and Xiamen Yongda Accounting Firm. Mr. Chen is currently president of the Accounting Association of Xiamen Foreign Investment Enterprises, vice president of the Xiamen Association of Chief Accountants, as well as an independent non-executive director of Sinoma International Engineering Co., Ltd. (a company listed on Shanghai Stock Exchange), Tianma Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange), Xiamen Meiya Pico Information Co., Ltd. (a company listed on Shenzhen Stock Exchange), Fujian Septwolves Industrial Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. During the past three years, Mr. Chen has been an independent non-executive director of Fujian Newchoice Pipe Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Xiamen 35.com Technology Co., Ltd. (a company listed on Shenzhen Stock Exchange), respectively. Mr. Chen was an independent non-executive director of the Company from July 2003 to July 2009. Mr. Chen has strong academic and professional background as well as proven experience in accounting and finance. Mr. Chen does not hold any shares of the Company. Mr. Chen is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Shenzhen Listing Rules, the Articles of Association and other pertinent laws and regulations.

**Mr. Lü Hongbing (呂紅兵)**, born in 1966, graduated in 1988 with a bachelor's degree in law and further obtained a master's degree in law in 1991 from East China University of Political Science and Law. Since September, 2009, he has been studying for a doctoral degree in management engineering at University of Science and Technology of China. He is qualified to practice law in China, and now serves as the chief executive partner of Grandall Law Firm. Mr. Lü has worked at East China University of Political Science and Law, Shanghai Wanguo Securities Co., Ltd., Shanghai Wanguo Law Firm, Grandall (Shanghai) Law Firm. He is currently vice president of All China Lawyers Association, committee member and deputy head of the Society and Legal System Committee of the 12th Shanghai

Committee of the Chinese People's Political Consultative Conference, arbitrator of Shanghai International Economic and Trade Arbitration Commission, Shanghai International Arbitration Centre, Shanghai Arbitration Commission and Shanghai Court of Financial Arbitration, respectively, advisory member of the Restructuring Committee of China Securities Regulatory Commission, member of the Listing Committee of Shanghai Stock Exchange, professor or part-time professor of Fudan University and China Renmin University, and the independent non-executive director of Shanghai Jiaoda Only Co., Ltd. (a company listed on Shanghai Stock Exchange), Shimao Property Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Shanghai Shentong Metro Co., Ltd. (a company listed on Shanghai Stock Exchange). During the past three years, Mr. Lü has been an independent non-executive director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Aerospace Automobile Electromechanical Co., Ltd. (a company listed on Shanghai Stock Exchange), Shanghai Metersbonwe Fashion and Accessories Co., Ltd. (a company listed on Shenzhen Stock Exchange) and Shanghai Pudong Road And Bridge Co., Ltd. (a company listed on Shanghai Stock Exchange), respectively. Mr. Lü has profound academic and professional background as well as extensive experience in the legal sector. Mr. Lü does not hold any shares of the Company. Mr. Lü is not connected to the controlling shareholder of the Company or any Directors, Supervisors or senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Shenzhen Listing Rules, the Articles of Association and other pertinent laws and regulations.

**Mr. Bingsheng Teng (滕斌聖)**, born in 1970, graduated from the City University of New York with a doctoral degree in strategic management in 1998. Dr. Teng taught at the School of Business of George Washington University from 1998 to 2006, as assistant professor and then associate professor of strategic management (with tenure). He was also in charge of the departmental doctoral program in strategic management and public policy. In 2003, Dr. Teng was honored as a Wendell and Louis Crain Research Scholar at the School of Business of George Washington University. Dr. Teng joined Cheung Kong Group School of Business (CKGSB) in late 2006 and has been an associated professor and director of CKGSB Center for Multinational Corporations Research since 2007 and associate dean of CKGSB since 2009. He is currently an independent non-executive director of Shandong Gold Mining Co., Ltd. (a company listed on Shanghai Stock Exchange). In June 2011 to January 2015, Dr. Teng was an independent non-executive director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on Shenzhen Stock Exchange). Dr. Teng has strong academic and professional experience as well as proven track record in corporate strategic management. Dr. Teng does not hold any shares of the Company. Mr. Teng is not connected to the controlling shareholder of the Company or any Directors, Supervisors or

senior management of the Company, nor has he been subject to any punishments by the CSRC or other competent authorities or censures by any stock exchanges. His qualifications for appointment are in compliance with conditions for appointment stipulated under the Company Law, Shenzhen Listing Rules, the Articles of Association and other pertinent laws and regulations.