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ZTE

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 Resolutions of the Thirty-third Meeting of the Eighth Session
of the Board of Directors**

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

ZTE Corporation (the “Company”) issued the “Notice of the Thirty-third Meeting of the Eighth Session of the Board of Directors of the Company” to all the Directors of the Company by electronic mail on 2 March 2021. The Thirty-third Meeting of the Eighth Session of the Board of Directors of the Company (the “Meeting”) was convened at the Shenzhen headquarters of the Company and other locations by way of video and telephone conference on 16 March 2021. The Meeting was presided over by Mr. Li Zixue, Chairman. 9 Directors were required to attend the Meeting and duly attended the Meeting. Members of the Supervisory Committee of the Company and certain personnel concerned also attended the Meeting. The Meeting was convened and held in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association of ZTE Corporation (the “Articles of Association”), and was legal and valid.

The following resolutions were considered and approved at the Meeting:

I. Consideration and approval of the “Full Text of the 2020 Annual Report” and the “2020 Annual Report Summary and Results Announcement” and approval of submission of the 2020 Annual Report (including 2020 Financial Report of the Company Audited by the PRC and Hong Kong Auditors) to the general meeting of the Company for consideration.

The Group’s losses for asset impairment and credit impairment for 2020 contained in the Full Text of the 2020 Annual Report amounted to RMB643 million. For details, please refer to the note V. 49 and V. 50 in the 2020 financial report prepared under PRC ASBES.

Voting result: For: 9; Against: 0; Abstained: 0.

II. Consideration and approval of the “Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment Limits for 2021”, and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the Report on the Feasibility Analysis of Derivative Investment be approved, and Board of Directors is of the view that the derivative investment is feasible.

2. That the Company be authorised by the general meeting to invest in value protection derivative products with a limit of the equivalent of USD3 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD3 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the 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. The details of the limit are as follows:

(1) The investment limit for foreign exchange derivatives shall be USD2.7 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future income or forecast of future revenue and expenditure.

(2) The limit for interest rate swap shall be USD0.3 billion, such interest rate swap being used for value protection against foreign currency loans at floating interest rates.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” and “Overseas Regulatory Announcement on the Application for Derivative Investment Limits for 2021” published on the same date as this announcement.

III. Consideration and approval of the “Resolution on the Provision of Performance Guarantee Limits for Overseas Subsidiaries for 2021” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the provision of guarantee limits for 11 overseas subsidiaries involved in MTN Group projects by the Company be approved, the details of which are as follows:

(1) It is agreed that the Company shall provide guarantee in respect of the performance obligations of 11 overseas subsidiaries involved in MTN Group projects under the “Framework Agreement” and its subsidiary contracts for an amount of not more than USD160 million, effective from the date on which a guarantee certificate is issued by the Company to MTN Group to the date on which the “Framework Agreement” expires, in any

event not more than 5 years from the date on which the “Framework Agreement” comes into effect.

(2) It is agreed that the Company shall apply to the relevant bank for the issuance of a bank letter of guarantee to provide guarantee with an amount of not more than USD16 million in respect of the performance obligations of 11 overseas subsidiaries involved in MTN Group projects under the “Framework Agreement” and its subsidiary contracts, effective from the date of issuance of the letter of guarantee by the bank to the date on which the performance of obligations under the “Framework Agreement” and its subsidiary contracts is completed.

(3) It is agreed that the legal representative of the Company or his duly appointed attorney be authorized to sign pertinent legal contracts and documents in law.

2. That the provision of performance guarantee limits for 11 overseas subsidiaries by the Company be approved (excluding the aforesaid provision of guarantee limits for MTN Group projects), the details of which are as follows:

(1) That the provision of performance guarantee (including but not limited to the execution of guarantee agreements by the parent company) with a total amount of not more than USD400 million for 11 overseas subsidiaries (excluding the aforesaid provision of guarantee limits for MTN Group projects) by the Company on a revolving basis for an effective term commencing on the date on which the said matter is considered and approved at the general meeting of the Company and ending on the date on which the next annual general meeting of the Company is convened be approved.

(2) That the authorisation of the Board of Directors to approve specific guarantees within the aforesaid limit be approved.

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement Provision of Performance Guarantee Limits for Overseas Subsidiaries for 2021” published on the same date as this announcement.

IV. Consideration and approval of the “Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2021” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the consolidated registration for issuance of multiple types of debt financing instruments by the Company be approved.

2. That the authorization to the Company’s legal representative or the competent representative authorised by the legal representative to deal with matters pertaining to the

registration and issuance of multiple types of debt financing instruments be approved, including but not limited to: (1) to the extent permitted under laws and regulations, the formulation, revision and adjustment of specific issuance plans for debt financing instruments (including but not limited to the type, timing, amount and number of tranches of issuance and all other matters pertaining to the registration and issuance of specific debt financing instruments) in accordance with the issuance policy of regulatory authorities, market conditions and the Company's requirements, and examination, revision, execution, submission and implementation of and decision to publish agreements, announcements, forms, letters and all other requisite documents, including but not limited to issuance application documents, issue memorandum, underwriting agreements and relevant legal documents, among others, pertaining to the registration and issuance of debt financing instruments; (2) appointment of intermediary institutions, including but not limited to the lead underwriter and bookkeeper, in relation to the registration and issuance; (3) processing the registration, issuance, listing and trading, principal and interest payment and all other matters pertaining to the multiple types of debt financing instruments; (4) in the event of changes in regulatory policies or market conditions, making appropriate adjustments to pertinent matters such as specific plans for the issuance of multiple types of debt financing instruments or determining, based on actual conditions, whether to proceed with procedures relating to the specific issuance of debt financing instruments in accordance with the opinion of regulatory authorities; (5) performing information disclosure in accordance with applicable regulatory provisions; (6) dealing with other matters pertaining to the issuance of multiple types of debt financing instruments not included in the above; (7) the authorisation shall come into effect on the date of consideration and approval at the general meeting and shall remain in effect during the valid period of registration of the multiple types of debt financing instruments.

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the "Overseas Regulatory Announcement Announcement on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2021" published on the same date as this announcement.

V. Consideration and approval of the "Resolutions on the Proposed Application for Composite Credit Facilities for 2021" on an individual basis, the details of which are as follows:

That the Company apply for composite credit facilities totaling RMB135 billion, USD4.48 billion and EUR0.18 billion from 23 domestic and overseas financial institutions including Bank of China Limited; Industrial and Commercial Bank of China, Shenzhen Branch; China Construction Bank Co., Ltd., Shenzhen Branch; Agricultural Bank of China, Shenzhen Branch; Bank of Communications, Shenzhen Branch; China Merchants Bank Co., Ltd., Shenzhen Branch; Export-Import Bank of China, Shenzhen Branch; China Minsheng Banking Corp., Ltd., Shenzhen Branch; China Everbright Bank, Shenzhen Branch; China Guangfa Bank, Shenzhen Branch; Pingan Bank Co.,Ltd., Shenzhen Branch; Industrial Bank Co.,Ltd., Shenzhen Branch; China Resources Bank of Zhuhai Co.,Ltd., Shenzhen Branch; Postal Savings Bank of China Co.,Ltd., Shenzhen Branch; Hua Xia Bank Co.,Ltd., Shenzhen Branch; Guangdong Huaxing Bank, Shenzhen Branch; Kasikoranbank (China) Company Limited, Shenzhen Branch; China Export & Credit Insurance Corporation; China

Development Bank, Shenzhen Branch; Societe Generale (China) Limited; Banque de l'Indochine (China) Limited, Shanghai Branch; DBS Bank (China) Co.,Ltd., Shenzhen Branch; and BNP Paribas China Co.,Ltd.. The composite credit facilities are subject to approval by the financial institutions. The Company is required to undergo necessary approval procedures in accordance with its current internal regulations and the requirements of pertinent laws, regulations and the Listing Rules when processing specific transactions under such composite credit facilities.

Note: The above composite credit facilities represent the maximum amounts to be granted by the financial institutions to the Company for its business operations based on their assessments of the Company's conditions. The Company will determine the type(s) of facilities to be utilised, subject to the aforesaid limits, based on the actual requirements of its production operations, after fulfilling internal approval procedures of the Company and corresponding approval procedures required by the financial institutions. The amounts of composite credit facilities set out above represent amounts proposed by the Company to the financial institutions and are subject to final amounts approved by the financial institutions.

Each of the above resolutions, except for the one on the application for composite credit facilities from China Development Bank, Shenzhen Branch, shall be valid with effect from 16 March 2021 until the earlier of (1) the approval of the next new credit facilities with the financial institution by the competent internal authorities of the Company, or (2) 31 March 2022. Unless otherwise stipulated under laws and regulations or the Articles of Association or owing to business requirements, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations within such cap under such composite credit facilities. The legal representative of the Company, or his authorised signatory, is authorised by the Board of Directors to sign, during the effective period of the composite credit facilities granted by the financial institution and to the extent permitted under laws and regulations and the Articles of Association, all legal contracts and documents relating to the composite credit facilities or transactions under the composite credit facilities.

The aforesaid resolution of the Company proposing the applications to China Development Bank, Shenzhen Branch for composite credit facilities amounting to USD4 billion, is subject to consideration and approval by the general meeting of the Company. The Board of Directors requested the general meeting to authorise the Board of Directors to adjust the details and actual duration of the credit facilities pursuant to the Company's requirements or negotiations with the financial institutions, subject to the aforesaid caps of composite credit facilities and within the period considered and approved by the general meeting. The Board of Directors and legal representative of the Company or his authorised signatory are authorised to negotiate with the financial institutions and sign all legal contracts and documents relating to the aforesaid composite credit facilities or transactions under such composite credit facilities.

Voting result: For: 9; Against: 0; Abstained: 0.

Statement: The composite credit facilities applied by the Company for each financial

institution except China Development Bank, Shenzhen Branch does not exceed 50% of the latest audited net assets, and it is not required to be tabled at the general meeting for consideration.

VI. Consideration and approval of the “Special Report on Annual Raised Fund Storage and Use in 2020”

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

VII. Consideration and approval of the “Final Financial Accounts for 2020” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

VIII. Consideration and approval of the “Resolutions on the Alignment in Preparation of Financial Statements in Accordance with PRC ASBEs and Cessation to Re-appoint Overseas Financial Report Auditor” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

That the alignment in preparation of financial statements and disclosure of relevant financial information in accordance with PRC accounting standards for business enterprises (“ASBEs”) starting from the announcement of the half-yearly financial report and interim results of 2021 and the cessation to re-appoint Ernst & Young as the Company’s overseas financial report auditor be approved.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Announcement Alignment in Preparation of Financial Statements in accordance with PRC ASBEs and Cessation to Re-appoint Overseas Financial Report Auditor ” published on the same date as this announcement.

IX. Consideration and approval of the “Resolutions on the Change of Securities Affairs Representative”, the details of which are as follows:

Mr. Xu Yulong, the former securities affairs representative, has resigned from the position of securities affairs representative. It is agreed that Ms. Qian Yu be appointed as the securities affairs representative of the Company. The appointment of Ms. Qian Yu shall be effective from the date when this resolution is considered and approved at the Meeting.

Voting result: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement Announcement Change of Securities Affairs Representative” published on the same date as this announcement.

X. Consideration and approval of the “Report of the Audit Committee on the 2020 Audit of the Company Performed by the Auditors.”

Voting result: For: 9; Against: 0; Abstained: 0.

XI. Consideration and approval of the “2020 Assessment Report on Internal Control.”

Voting result: For: 9; Against: 0; Abstained: 0.

The “2020 Assessment Report on Internal Control” is published as an Overseas Regulatory Announcement on the same date as this announcement.

XII. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for the President for 2020.”

As Mr. Xu Ziyang, Director, served as the President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 8; Against: 0; Abstained: 0.

XIII. Consideration and approval of the “Resolution on the Performance of and Annual Bonus Amount for Other Senior Management Personnel and Annual Bonus Amount for Chairman and Chairman of the Supervisory Committee for 2020.”

Mr. Li Zixue, Chairman, did not take part in the voting in respect of this matter at the Meeting.

As Mr. Gu Junying, Director, served as the Executive Vice President of the Company, he did not take part in the voting in respect of this matter at the Meeting.

Voting result: For: 7; Against: 0; Abstained: 0.

XIV. Consideration and approval of the “2020 Annual Remuneration Implementation Report.”

Voting result: For: 9; Against: 0; Abstained: 0.

XV. Consideration and approval of the “Special Statement on the Investments in Securities in 2020.”

Voting results: For: 9; Against: 0; Abstained: 0.

For details, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

XVI. Consideration and approval of the “2020 Report of the President” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

XVII. Consideration and approval of the “2020 Report of the Board of Directors” and approval of submission to the general meeting of the Company for consideration.

Voting result: For: 9; Against: 0; Abstained: 0.

Details of the report of the Board of Directors are set out as the “Overseas Regulatory Announcement” published on the same date as this announcement.

XVIII. Consideration and approval of the “2020 Sustainability Report.”

Voting result: For: 9; against: 0; abstained: 0.

For details, please refer to the “2020 Sustainability Report” published on the same date as this announcement.

XIX. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2021” and approval of submission to the general meeting of the Company for consideration, the details of which are 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) subject to the approval at the general meeting of the Company, 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:

(1) 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;

(2) 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, 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

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

2. For the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(2) the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting;

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

4. The Board of Directors hereby requests the general meeting of the Company to authorise the Board of Directors to amend the Articles of Association as they deem appropriate to increase the registered share capital of the Company and to reflect the new share capital structure of the Company following the proposed allotment and issue of shares of the Company pursuant to paragraph 1 of this resolution.

Voting result: For: 9; Against: 0; Abstained: 0.

XX. Consideration and Approval of the “Resolution on the amendment of relevant

clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

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

Provision before amendment	Before amendment	After amendment
Article 24	Subsequent to its establishment, the Company shall issue 4,192,671,843 ordinary shares, comprising 755,502,534 H Shares, accounting for 18.02% of the total number of ordinary shares issuable by the Company; and 3,437,169,309 Domestic Shares, accounting for 81.98% of the total number of ordinary shares issuable by the Company.	Subsequent to its establishment, the Company shall issue 4,613,434,898 ordinary shares, comprising 755,502,534 H Shares, accounting for 16.38% of the total number of ordinary shares issuable by the Company; and 3,857,932,364 Domestic Shares, accounting for 83.62% of the total number of ordinary shares issuable by the Company.
Article 27	The registered capital of the Company shall be RMB4,192,671,843.	The registered capital of the Company shall be RMB4,613,434,898 .
Article 100	Directors, supervisors and senior officers present at the general meeting of shareholders shall provide response or explanation in connection with any query or recommendation raised by the shareholders.	Directors, supervisors and senior officers present at the general meeting of shareholders shall provide response or explanation in connection with any query or recommendation raised by the shareholders, except for those relating to business secrets of the Company which shall not be disclosed during the general meeting of shareholders.
Article 102	A general meeting of shareholders shall have minutes which shall be prepared by the secretary to the Board of Directors. Minutes of a general meeting of shareholders shall contain the following contents: 1) the date and venue for convening the meeting, meeting agenda and the name of the convenor of the meeting; 2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees; 3) the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by them out of the total number of shares of the Company; 4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto and the voting results thereof; 5) details of queries and	A general meeting of shareholders shall have minutes which shall be prepared by the secretary to the Board of Directors. Minutes of a general meeting of shareholders shall contain the following contents: 1) the date and venue for convening the meeting, meeting agenda and the name of the convenor of the meeting; 2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees; 3) the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;

Provision before amendment	Before amendment	After amendment
	<p>recommendations of the shareholders and the corresponding response or explanation in relation thereto;</p> <p>6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and</p> <p>7) other contents which should be recorded in the minutes as provided for in the Articles of Association.</p>	<p>4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto and the voting results thereof; the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</p> <p>5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;</p> <p>6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and</p> <p>7) other contents which should be recorded in the minutes as provided for in the Articles of Association.</p>
Article 109	<p>The Board of Directors, independent non-executive directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.</p>	<p>The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.</p>
Article 115	<p>The Board of Directors and the Supervisory Committee shall provide a response or explanation in connection with any query or recommendation raised by the shareholders, except for those relating to trade secrets of the Company which shall not be disclosed during the general meeting of shareholders.</p>	Delete.
Article 127	<p>Minutes of a general meeting of shareholders shall be maintained which shall contain the following content:</p> <p>1) the ratio of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;</p> <p>2) the date and place for convening the meeting;</p> <p>3) the name of the chairman of the meeting and the agenda of the meeting;</p> <p>4) the main points put forward by each</p>	Delete.

Provision before amendment	Before amendment	After amendment
	<p>speaker regarding each matter under discussion;</p> <p>5) the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</p> <p>6) details of the queries and recommendations of the shareholders and the response or explanation etc. from the Board of Directors and the Supervisory Committee in relation thereto;</p> <p>7) other matters which according to the opinion of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes.</p>	
Article 132	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall be commenced from date of adoption of the resolution at the general meeting.</p>	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall commence on the date determined by resolution of the general meeting.</p>
Article 143	<p>The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>.....</p> <p>The term of office of a director shall commence from the date on which resolution of the general meeting is adopted and end on the expiration of the term of the then Board of Directors.</p> <p>.....</p>	<p>The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>.....</p> <p>The term of office of a director shall commence on the date determined by resolution of the general meeting and end on the expiration of the term of the then Board of Directors.</p> <p>.....</p>
Article 152	<p>The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p> <p>2) being independent as specified in Article 151 of the Articles of Association;</p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years' working experience in the legal or</p>	<p>The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p> <p>2) being independent as required by laws, administrative regulations and other relevant regulations;</p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years'</p>

Provision before amendment	Before amendment	After amendment
	economic field or other experience necessary to perform the duties of an independent non-executive director; and 5) other qualifications specified by the Articles of Association.	working experience in the legal or economic field or other experience necessary to perform the duties of an independent non-executive director; and 5) other qualifications specified by the Articles of Association.
Article 160	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 3. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 4. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>.....</p>	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period; 3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period; 5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>.....</p>
Article 162	The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for	The Board of Directors may establish specialist committees such as audit, nomination, remuneration and evaluation, and export compliance committees . The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors (the export compliance committee shall comprise at least three independent non-executive directors) . The convenor of

Provision before amendment	Before amendment	After amendment
	formulating the working rules of the specialist committees and governing the operation of the specialist committees.	the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.
Article 163	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to oversee the internal audit system of the Company and its implementation; 3. to be responsible for the communications between the internal auditor and the external auditor; 4. to examine and verify the financial information of the Company and the disclosure thereof; and 5. to examine the internal control system of the Company. <p>.....</p>	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to oversee the internal audit system of the Company and its implementation; 3. to be responsible for the communications between the internal auditor and the external auditor; 4. to examine and verify the financial information of the Company and the disclosure thereof; and 5. to examine the internal control system of the Company. <p>.....</p> <p>4) Major responsibilities of the export compliance committee are:</p> <ol style="list-style-type: none"> 1. to understand the adequacy and effectiveness of the Company’s internal policies, procedures and plans on export control and economic sanctions laws; 2. to examine the export control and economic sanctions compliance functions of the Company; 3. to receive and review audit reports and any other reports on the Company’s export compliance; 4. to deal with other matters as authorized by the Board.
Article 190	The Supervisory Committee shall be composed of five supervisors. The Supervisory Committee shall have one chairman. Each supervisor shall serve for a term of not more than three years, commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee. The term of office for a supervisor is renewable upon	The Supervisory Committee shall be composed of five supervisors. The Supervisory Committee shall have one chairman. Each supervisor shall serve for a term of not more than three years, commencing on the date determined by resolution of the general meeting or the date determined by resolution of democratic election for employees and ending on the expiration of the term of the then Supervisory Committee. The term of office for a supervisor is renewable upon

Provision before amendment	Before amendment	After amendment
	<p>re-election and re-appointment. The election or removal of the chairman of the Supervisory Committee shall be determined by an affirmative vote of two-thirds or more of the members of the Supervisory Committee.</p>	<p>re-election and re-appointment. The election or removal of the chairman of the Supervisory Committee shall be determined by an affirmative vote of two-thirds or more of the members of the Supervisory Committee.</p>
Article 193	<p>Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary Supervisory Committee meeting. The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting. If the Supervisory Committee meeting fails to be convened as scheduled, a notice shall be announced giving reasons thereof. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting.</p> <p>Supervisors may propose to convene an extraordinary Supervisory Committee meeting. The notice of the extraordinary Supervisory Committee meeting shall be served on all supervisors three days prior to the meeting.</p> <p>If the Supervisory Committee meeting fails to be convened as scheduled, a notice shall be announced giving reasons thereof. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>
Article 196	<p>The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting. Meetings of the Supervisory Committee shall be held only if not less than two-thirds of the supervisors are present. A supervisor who fails to attend in person two consecutive Supervisory Committee meetings shall be deemed to be unable to perform his duties and shall be removed from his office at the general meeting of shareholders or employee representatives' meeting.</p>	<p>The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting. Meetings of the Supervisory Committee shall be held only if not less than two-thirds of the supervisors are present.</p>
Article 226	<p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial</p>	<p>The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.</p>

Provision before amendment	Before amendment	After amendment
	statements. In distributing the Company's after-tax profits in the relevant accounting year, the lower of the two amounts shown in financial statements prepared in accordance with (i) the PRC accounting standards and regulations; or (ii) the international accounting standards or the accounting standards of a place where the Company's shares are listed overseas shall be adopted.	
Article 227	Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the place where the Company's shares are listed overseas.	Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations.
Article 264	The amendment of the Articles of Association involving the contents of the <i>Mandatory Provisions for Companies Listing Overseas</i> shall become effective upon the approval by the companies' approval authorities authorized by the State Council and the securities commission under the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for a change of registration in accordance with the law.	Any amendment to the Articles of Association passed by a resolution at a general meeting shall be filed with the authorities for approval if it is so required. If there is any change relating to the registered particulars of the Company, application shall be made for a change of registration in accordance with the law.

Note: Subsequent to the deletion of clauses, the codes of the revised Articles of Association and cited clauses are adjusted accordingly.

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

Provision before amendment	Before amendment	After amendment
Article 50	The Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.	The Board of Directors, independent non-executive directors, shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.
Article 63	Minutes of a general meeting of	A general meeting of shareholders shall

	<p>shareholders shall be maintained which shall contain the following content:</p> <ol style="list-style-type: none"> 1) the ratio of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company; 2) the date and place for convening the meeting; 3) the name of the chairman of the meeting and the agenda of the meeting; 4) the main points put forward by each speaker regarding each matter under discussion; 5) the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved; 6) details of the queries and recommendations of the shareholders and the response or explanation etc. from the Board of Directors and the Supervisory Committee in relation thereto; 7) other matters which according to the opinion of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes. 	<p>have minutes which shall be prepared by the secretary to the Board of Directors. Minutes of a general meeting of shareholders shall contain the following contents:</p> <ol style="list-style-type: none"> 1) the date and venue for convening the meeting, meeting agenda and the name of the convenor of the meeting; 2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees; 3) the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company; 4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto and the voting results thereof; the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved; 5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; 6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and 7) other contents which should be recorded in the minutes as provided for in the Articles of Association.
Article 70	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall be commenced from date of adoption of the resolution at the general meeting.</p>	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall commence on the date determined by resolution of the general meeting.</p>

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

Provision before amendment	Before amendment	After amendment

<p>Article 2</p>	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 3. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 4. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>.....</p>	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> 1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period; 2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period; 3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%; 4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period; 5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and 6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association. <p>.....</p>
<p>Article 7</p>	<p>The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. The director shall not be removed by the general meeting of shareholders, without cause, from his office before the expiration of his term of office.</p> <p>.....</p>	<p>The term of office of each director shall not be more than three years commencing on the date determined by resolution of the general meeting and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. The director shall not be removed by the general meeting of shareholders, without cause, from his office before the expiration of his term of office.</p> <p>.....</p>
<p>Article 19</p>	<p>The Company shall appoint independent non-executive directors. Independent non-executive directors shall meet the following basic conditions:</p> <ol style="list-style-type: none"> 1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions; 2) being independent as specified in Article 21 of the rule; <p>.....</p>	<p>The Company shall appoint independent non-executive directors. Independent non-executive directors shall meet the following basic conditions:</p> <ol style="list-style-type: none"> 1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions; 2) being independent as required by laws, administrative regulations and other relevant regulations; <p>.....</p>

<p>Article 28</p>	<p>Specialist committees of the Board of Directors</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees of audit, nomination, remuneration and evaluation, shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>	<p>Specialist committees of the Board of Directors</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, remuneration and evaluation, and export compliance committees. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees of audit, nomination, remuneration and evaluation, and export compliance committees, shall be composed of directors in which independent non-executive directors shall form the majority and become convenors (the export compliance committee shall comprise at least three independent non-executive directors). The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>
<p>Article 29</p>	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to oversee the internal audit system of the Company and its implementation; 3. to be responsible for the communications between the internal auditor and the external auditor; 4. to examine and verify the financial information of the Company and the disclosure thereof; and 5. to examine the internal control system of the Company. <p>.....</p>	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> 1. to propose the engagement or removal of external auditor; 2. to oversee the internal audit system of the Company and its implementation; 3. to be responsible for the communications between the internal auditor and the external auditor; 4. to examine and verify the financial information of the Company and the disclosure thereof; and 5. to examine the internal control system of the Company. <p>.....</p> <p>4) Major responsibilities of the export compliance committee are:</p> <ol style="list-style-type: none"> 1. to understand the adequacy and effectiveness of the Company’s internal policies, procedures and plans on export control and economic sanctions laws; 2. to examine the export control and economic sanctions compliance functions of the Company; 3. to receive and review audit reports

		and any other reports on the Company's export compliance; 4. to deal with other matters as authorized by the Board.
Add a new clause after Article 44	/	Article 45 Working procedures for export compliance matters The duties and working procedures of the export compliance committee shall be prescribed in the Working Rules for Export Compliance Committee of the Board of Directors.

Note: Subsequent to the addition of clauses, the codes of the revised the Rules of Procedure for Board of Directors Meetings and cited clauses are adjusted accordingly.

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

Voting results: For: 9; Against: 0; Abstained: 0.

XXI. Consideration and approval of the “Proposal for Profit Distribution for 2020” and approval of submission to the general meeting of the Company for consideration, the details of which are as follows:

1. That the proposal for profit distribution for 2020 be approved;
2. Proposed the general meeting authorise any Directors or the Secretary to the Board of Directors to deal in accordance with the law with matters relating to the profit distribution for 2020.

Highlights of the Profit Distribution Proposal for 2020:

1. Audited net profit attributable to the holders of ordinary shares of the Company for the year 2020 calculated in accordance with PRC ASBEs amounted to approximately RMB2,723,601,000. Together with undistributed profit of approximately RMB4,208,836,000 carried forward at the beginning of the year, dividend distribution to shareholders for 2019 of approximately RMB922,687,000 and after provision for statutory surplus reserves of approximately RMB192,952,000, profit available for distribution to shareholders amounted to approximately RMB5,816,798,000.

Audited net profit attributable to the holders of ordinary shares of the Company for the year 2020 calculated in accordance with HKFRSs amounted to approximately RMB3,132,041,000. Together with undistributed profit of approximately RMB3,315,404,000 carried forward at the beginning of the year, dividend distribution to shareholders for 2019 of approximately RMB922,687,000 and after provision for statutory surplus reserves of approximately RMB192,952,000, profit available for distribution to shareholders amounted to approximately RMB5,331,806,000.

In accordance with the requirements of the Ministry of Finance of the PRC and the Articles of Association, profit available for distribution shall be the lower of profit available for distribution as calculated in accordance with PRC ASBEs and that calculated in accordance with HKFRSs. Therefore the amount of profit available for distribution is approximately RMB5,331,806,000.

2. The Board of Directors of the Company has recommended the proposal for profit distribution of the Company for 2020 as follows:

Distribution of RMB2 in cash (before tax) for every 10 shares to all shareholders based on the total share capital (including A shares and H shares) as at the record date for profit distribution and dividend payment.

In the event of changes in the Company's total share capital after the announcement of the Company's profit distribution proposal for 2020 but before its implementation, the total amount of distribution shall be readjusted in accordance with the law on the basis of the total share capital (including A shares and H shares) as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2020 according to the existing proportion for distribution.

The Company's total share capital was 4,613,434,898 shares as at 16 March 2021. There are 39,726,486 outstanding options exercisable in the third exercise period under the 2017 A share option incentive scheme of the Company. The third exercise period under the 2017 A share option incentive scheme of the Company will commence on 6 July 2021 and will last until 5 July 2022. The exercise of the options shall be considered by the Board of Directors. Assuming the said options are fully exercised prior to the A share record date of dividend distribution, 4,653,161,384 shares in the Company will be entitled to dividend payment, which will result in a total dividend amount of not more than RMB931 million.

3. The Company's profit distribution proposal for 2020 is in compliance with the cash profit distribution policy determined under the Articles of Association and the Company's

“Shareholders’ Dividend and Return Plan (2018-2020)” and not in violation of pertinent provisions under pertinent laws and regulations, such as the Company Law of the People’s Republic of China and Shenzhen Stock Exchange Guidelines for Standardised Operations of Listed Companies, and the Articles of Association.

The exact timing of payment of the Company’s 2020 dividend depends on when the general meeting will be held and the progress of working relating to dividend distribution, and that the distribution will be completed no later than 31 August 2021.

Voting result: For: 9; Against: 0; Abstained: 0.

XXII. Consideration and approval of the “Resolution on the Shareholders’ Dividend and Return Plan (2021-2023)” and approval of submission to the general meeting of the Company for consideration.

For details of the Shareholders’ Dividend and Return Plan, please refer to the “Overseas Regulatory Announcement” published on the same date as this announcement.

Voting result: For: 9; Against: 0; Abstained: 0.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
16 March 2021

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, Gordon Ng, Zhuang Jiansheng.