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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in **ZTE Corporation**, you should hand this circular together with the enclosed proxy form and reply slip to the purchaser or the transferee or to the bank, licensed securities dealers or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED PROVISION OF A GUARANTEE AMOUNT  
FOR CONTRACT PERFORMANCE  
FOR OVERSEAS WHOLLY-OWNED SUBSIDIARIES  
(2) PROPOSED REGISTRATION AND ISSUE OF  
PERPETUAL MEDIUM TERM NOTE  
(3) PROPOSED REGISTRATION AND ISSUE OF SCP  
AND  
(4) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017**

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A letter from the Board is set out in pages 4 to 8 of this circular.

A notice of the EGM to be held at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China at 9:00 a.m. on Thursday, 14 December 2017 is set out in pages 9 to 12 of this circular.

A proxy form and a reply slip for use at the EGM is enclosed with this circular and uploaded at the websites of the SEHK and the Company. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish. Any H Shareholders intending to attend the EGM shall deliver the reply slip to the Company by hand, post or facsimile on or before Thursday, 23 November 2017.

30 October 2017

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	4
I. Introduction .....	5
II. Proposed Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries .....	5
III. Proposed Registration and Issue of Perpetual Medium Term Note .....	6
IV. Proposed Registration and Issue of SCP .....	6
V. EGM .....	6
VI. Recommendation .....	7
VII. Responsibility Statement .....	8
<b>NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017</b> ..	9

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## DEFINITIONS

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*In this circular, the following terms shall have the following meaning unless otherwise required by the context:*

“A Share(s) or Domestic Shares”	ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SZSE
“A Shareholders”	holders of A Shares
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“China or the PRC”	the People’s Republic of China
“Company”	ZTE Corporation, a joint stock limited company incorporated on 11 November 1997 under the Company Law in the PRC, whose shares are listed on the SEHK and the SZSE
“Company Law”	The Company Law of the People’s Republic of China
“Director(s)”	member(s) of the board of directors of the Company
“EGM”	the First Extraordinary General Meeting of 2017 of the Company to be held at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China at 9:00 a.m. on Thursday, 14 December 2017
“EGM Notice”	notice of the First Extraordinary General Meeting of 2017
“H Share(s)”	ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on the SEHK
“H Shareholders”	holders of H Shares
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	26 October 2017, being the latest practicable date prior to the printing of this circular for determining certain information set out in this circular

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## DEFINITIONS

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“Overseas Wholly-owned Subsidiaries”	wholly-owned subsidiaries of the Company incorporated and operating businesses in territories other than Mainland China, PT. ZTE Indonesia (中興通訊印度尼西亞有限責任公司), ZTE (H.K.) Limited (中興通訊(香港)有限公司), ZTE (Australia) Pty Ltd.(中興通訊(澳大利亞)有限公司), ZTE Portugal — Projectos de Telecomunicacoes, Unipessoal, Lda (中興通訊(葡萄牙)有限責任公司), ZTE BELGIUM (中興通訊(比利時)有限公司), ZTE (UK) Ltd. (中興通訊(英國)有限責任公司), ZTE Deutschland GmbH (中興通訊(德國)有限公司), ZTE (UGANDA) LIMITED (中興通訊(烏干達)有限公司), ZTE (Malaysia) Corporation SDN. BHD (中興通訊馬來西亞有限責任公司), ZTE Telecommunications Limited (中興通訊(坦桑尼亞)有限公司), ZTE Telecom India Private Ltd. (中興電信印度私有有限公司), ZTE-Communication Technologies, Ltd. (中興通訊(俄羅斯)有限公司) as referred to in this circular
“Perpetual Medium Term Note”	medium term note under which the issuer does not specify due dates but has the options of redeeming the note and deferring interest payments, while creditors are, usually, not entitled to demand redemption but are entitled to interest payments as agreed
“RMB”	Renminbi, the statutory currency of the PRC
“SCP”	super and short-term commercial paper, which is debt financing instrument with the status of corporate person, issued by non-financial enterprises in the interbank bond market for a term of not more than 270 days
“SEHK”	The Stock Exchange of Hong Kong Limited
“Shares”	A Share(s) and H Share(s)
“Shareholders”	A Shareholders and H Shareholders
“Shenzhen Listing Rules”	Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange
“SZSE”	The Shenzhen Stock Exchange

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**EXPECTED TIMETABLE**

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**2017**

Latest time for lodging transfers of the H Shares to  
qualify for attendance and voting at the EGM . . . . . 4:30 p.m.,  
Monday, 13 November

H Share register closed . . . . . Tuesday, 14 November to Wednesday,  
13 December (both dates inclusive)

Latest date for lodging reply slips for the EGM . . . . . Thursday, 23 November

Latest time for lodging proxy forms for the EGM . . . . . 9:00 a.m.,  
Wednesday, 13 December

EGM. . . . . 9:00 a.m., Thursday, 14 December

H Share register re-opens . . . . . Thursday, 14 December



**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)**

*Executive Directors:*

Yin Yimin  
Zhao Xianming

*Non-executive Directors:*

Zhang Jianheng  
Luan Jubao  
Wang Yawen  
Tian Dongfang  
Zhan Yichao  
Wei Zaisheng  
Zhai Weidong

*Independent Non-executive Directors:*

Richard Xike Zhang  
Chen Shaohua  
Lü Hongbing  
Bingsheng Teng  
Zhu Wuxiang

*Registered Address:*

ZTE Plaza  
Keji Road South  
Hi-Tech Industrial Park  
Nanshan District  
Shenzhen, 518057  
Guangdong Province  
The PRC

*Principle place of business in Hong Kong:*

36/F, Tower Two,  
Times Square,  
1 Matheson Street, Causeway Bay  
Hong Kong

30 October 2017

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED PROVISION OF A GUARANTEE AMOUNT  
FOR CONTRACT PERFORMANCE  
FOR OVERSEAS WHOLLY-OWNED SUBSIDIARIES  
(2) PROPOSED REGISTRATION AND ISSUE OF  
PERPETUAL MEDIUM TERM NOTE  
(3) PROPOSED REGISTRATION AND ISSUE OF SCP  
AND  
(4) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to give the EGM Notice to you and provide relevant information for your informed decision when voting for the ordinary resolution and special resolutions to be proposed at the EGM in respect of, among others, the following matters:

1. Proposed Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries
2. Proposed Registration and Issue of Perpetual Medium Term Note
3. Proposed Registration and Issue of SCP

### II. PROPOSED PROVISION OF A GUARANTEE AMOUNT FOR CONTRACT PERFORMANCE FOR OVERSEAS WHOLLY-OWNED SUBSIDIARIES

Reference is made to the “Overseas Regulatory Announcement Announcement on the Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries” published by the Company on 26 October 2017.

To facilitate the Company’s overseas business development, the Company has proposed to provide a guarantee amount for contract performance (including but not limited to the execution of guarantee agreements by the parent company and the provision of bank guarantees) of not exceeding USD200 million in aggregate for Overseas Wholly-owned Subsidiaries. The aforesaid guarantee amount will be applied on a revolving basis during an effective period commencing on the date on which the provision of a guarantee amount for contract performance for Overseas Wholly-owned Subsidiaries by the Company is considered and approved at the EGM and ending on the date of the Company’s 2017 annual general meeting. Any unused amount outstanding upon the expiry of the effective period will be cancelled by the Company. During the effective period, if the total amount of guarantee provided to third parties by the Company has exceeded 50% of its latest audited net asset value, no guarantee for contract performance provided to such Overseas Wholly-owned Subsidiaries within the aforesaid guarantee limit shall thereafter be submitted to the general meeting of the Company for consideration. After the EGM has considered and approved provision of a guarantee amount for contract performance for Overseas Wholly-owned Subsidiaries, the Board of Directors of the Company shall be responsible for the approval of specific guarantees within the limit, and shall fulfill obligations in information disclosure. In accordance with Chapter 9 of the Shenzhen Listing Rules, a guarantee provided by a listed company to a guaranteed person with gearing ratio exceeding 70% shall be subject to approval of the Company’s shareholders. Hence approval at the EGM of the provision of a guarantee amount for contract performance for Overseas Wholly-owned Subsidiaries is sought.

For details, please refer to Ordinary Resolution No. 1 of the EGM Notice.

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## LETTER FROM THE BOARD

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### III. PROPOSED REGISTRATION AND ISSUE OF PERPETUAL MEDIUM TERM NOTE

Reference is made to the “Overseas Regulatory Announcement Announcement on the Proposed Registration and Issue of Perpetual Medium Term Notes” published by the Company on 26 October 2017.

To meet the Company’s long-term working capital requirements and optimise debt structure, the Company has proposed to apply to the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) for the registration and issue of perpetual medium term note with an amount of not more than RMB3.5 billion. In accordance with Clause (1) the increase or reduction of share capital and the issue of any types of shares, warrants and other similar securities by the Company and Clause (2) the issue of corporate bonds of Article 107 of the Articles of Association, the aforesaid matter shall require the approval of the Company’s shareholders. Hence approval at the EGM of the registration and issue of Perpetual Medium Term Note by the Company is sought.

For details, please refer to Special Resolution No. 2 of the EGM Notice.

### IV. PROPOSED REGISTRATION AND ISSUE OF SCP

Reference is made to the “Overseas Regulatory Announcement Announcement on the Proposed Registration and Issue of Super and Short-term Commercial Paper” published by the Company on 26 October 2017.

To meet the Company’s working capital requirements and expand financing channels, the Company has proposed to apply to the National Association of Financial Market Institutional Investors for the registration and issue of SCP with an amount of not more than RMB8 billion. In accordance with Clause (1) the increase or reduction of share capital and the issue of any types of shares, warrants and other similar securities by the Company and Clause (2) the issue of corporate bonds of Article 107 of the Articles of Association, the aforesaid matter shall require the approval of the Company’s shareholders. Hence, approval at the EGM of the registration and issue of SCP by the Company is sought.

For details, please refer to Special Resolution No. 3 of the EGM Notice.

### V. EGM

#### **EGM Notice, Proxy Form and Reply Slip**

The EGM will be convened by the Company on Thursday, 14 December 2017 at 9:00 a.m. at 4/F, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and, if thought fit, pass, among others, the following resolutions: (i) Proposed Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries, (ii) Proposed Registration and Issue of Perpetual Medium Term Note, and (iii) Proposed Registration and Issue of SCP. The EGM Notice is set out on pages 9 to 12 of this circular.



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## LETTER FROM THE BOARD

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A proxy form and a reply slip for use at the EGM is enclosed with this circular and uploaded at the websites of the SEHK and the Company. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish. Any H Shareholders intending to attend the EGM shall deliver the reply slip to the Company by hand, post or facsimile on or before Thursday, 23 November 2017.

### **Close of share register**

The Company will close its H share register from Tuesday, 14 November 2017 to Wednesday, 13 December 2017 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 13 November 2017.

### **Voting by way of poll at a general meeting**

In accordance with Rule 13.39 (4) of the Hong Kong Listing Rules, all resolutions proposed at a general meeting for consideration and approval if though fit shall be voted upon by way of poll, provided that resolutions pertaining to procedural or administrative matters only may be voted upon by a show of hands if permission for the same is given in good faith by the chairman of the general meeting.

## **VI. RECOMMENDATION**

The Board is of the view that the resolutions set out in the EGM Notice in respect of the: (i) Proposed Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries, (ii) Proposed Registration and Issue of Perpetual Medium Term Note, and (iii) Proposed Registration and Issue of SCP are in the best interests of the Company and the shareholders as a whole and accordingly recommend the shareholders to vote in favour of the relevant resolutions at the EGM.

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## LETTER FROM THE BOARD

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### VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board  
**Yin Yimin**  
**ZTE Corporation**  
*Chairman*

Shenzhen, the PRC

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017

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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)**

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017

*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.*

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2017 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened at 9:00 a.m., on Thursday, 14 December 2017 at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China to consider and if thought fit, approve, the following resolutions (terms defined in this notice shall have the same meanings as those in the circular of the Company dated 30 October 2017, unless otherwise required by the context):

#### ORDINARY RESOLUTION

**1. Resolution on the Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries;**

- (1) That the provision of a guarantee amount for contract performance (including but not limited to the execution of guarantee agreements by the parent company and the provision of bank guarantees) of not exceeding USD200 million in aggregate for overseas wholly-owned subsidiaries by the Company, which amount may be applied on a revolving basis during an effective period commencing on the date on which the aforesaid matter is considered and approved at the Company’s general meeting and ending on the date of the Company’s 2017 annual general meeting, be approved;

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017

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- (2) That the Board of Directors of the Company be authorised to approve specific guarantees within the aforesaid limit.

The resolution was considered and approved at the Twenty-fourth Meeting of the Seventh Session of the Board of Directors held on 26 October 2017 and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Overseas Regulatory Announcement Announcement on the Provision of a Guarantee Amount for Contract Performance for Overseas Wholly-owned Subsidiaries” published by the Company on 26 October 2017.

### SPECIAL RESOLUTIONS

#### **2. Resolution on the Proposed Registration and Issue of Perpetual Medium Term Notes;**

- (1) That the registration and issue plan for the register and issue of Perpetual Medium Term Notes of not more than RMB3.5 billion by the Company be approved;
- (2) That the legal representative of the Company or his authorised representative be authorised to deal with matters pertaining to the said registration and issue of Perpetual Medium Term Notes, including but not limited to: (a) confirming relevant intermediaries relating to the registration and issue (including but not limited to the lead underwriter and the bookrunner); (b) confirming the actual issue plan (including all matters pertaining to the issue of Perpetual Medium Term Notes, including but not limited to the timing, amount and number of tranches of issue) based on the outcome of consultation between the Company and parties related to the issue subject to the aforesaid plan for the registration and issue of Perpetual Medium Term Notes, vetting, revising, executing, delivering, implementing and determining the publication of agreements, announcements, forms, letters and any other requisite documents in connection with the issue of Perpetual Medium Term Notes, including but not limited to application documents, prospectuses, underwriting agreements and relevant legal documents in relation to the issue; (c) determining, upon registration, matters pertaining to redemption in accordance with the redemption clauses of the registration and issue plan; (d) determining, upon registration, arrangements for interest payments and deferred interest payments in accordance with clauses of the registration and issue plan relating to interest payment; (e) adjusting as appropriate the actual plan for the issue of Perpetual Medium Term Notes and other pertinent matters based on the advice of regulatory authorities, or determining, based on the actual conditions, whether proceedings relating to the issue of Perpetual Medium Term Notes should be carried on with, in the event of any changes to relevant regulatory policies or market conditions; (f) processing all other matters and formalities relating to the registration, issue and continuation, quotation and trading, and principal and interest payments in respect of the Perpetual Medium Term Notes; (g) the mandate shall be effective from the date of the consideration and approval of the same at the general meeting and shall remain in effect during the valid period for the registration, issue and continuation of the Perpetual Medium Term Notes.

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017

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The resolution was considered and approved at the Twenty-fourth Meeting of the Seventh Session of the Board of Directors held on 26 October 2017 and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Overseas Regulatory Announcement Announcement on the Proposed Registration and Issue of Perpetual Medium Term Notes” published by the Company on 26 October 2017.

### **3. Resolution on the Proposed Registration and Issue of SCP;**

- (1) That the registration and issue plan for the register and issue of SCP of not more than RMB8 billion by the Company be approved;
- (2) That the legal representative of the Company or his authorised representative be authorised to deal with matters pertaining to the said SCP registration and issue, including but not limited to: (a) confirming relevant intermediaries relating to the registration and issue (including but not limited to the lead underwriter and the bookrunner); (b) confirming the actual issue plan (including all matters pertaining to the SCP issue, including but not limited to the timing, amount, number of tranches and term of issue) based on the outcome of consultation between the Company and parties related to the issue subject to the aforesaid plan for the registration and issue of SCP, vetting, revising, executing, delivering, implementing and determining the publication of agreements, announcements, forms, letters and any other requisite documents in connection with the SCP issue, including but not limited to application documents, prospectuses, underwriting agreements and relevant legal documents in relation to the issue; (c) adjusting as appropriate the actual plan for SCP issue and other pertinent matters based on the advice of regulatory authorities, or determining, based on the actual conditions, whether proceedings relating to the SCP issue should be carried on with, in the event of any changes to relevant regulatory policies or market conditions; (d) processing all other matters and formalities relating to the application for SCP registration and issue; (e) the mandate shall be effective from the date of the consideration and approval of the same at the General Meeting and shall remain in effect during the valid period for the registration, issue and continuation of the SCP.

The resolution was considered and approved at the Twenty-fourth Meeting of the Seventh Session of the Board of Directors held on 26 October 2017 and it was approved that the resolution be tabled at the general meeting of the Company for consideration. For details, please refer to the “Overseas Regulatory Announcement Announcement on the Proposed Registration and Issue of Super and Short-term Commercial Paper” published by the Company on 26 October 2017.

#### **Notes:**

1. The Company will close its H share register from Tuesday, 14 November 2017 to Wednesday, 13 December 2017 (both days inclusive) to determine qualifications of shareholders to attend and vote at the EGM. Any H Shareholder who wishes to attend and vote at the EGM shall lodge an instrument of transfer, together with the

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2017

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corresponding share certificate(s) with Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Monday, 13 November 2017.

2. Shareholders intending to attend the EGM, whether in person or by proxy, should deliver the reply slip of EGM by hand, post or facsimile to the Company's principal place of business in Hong Kong (for H shareholders) on or before Thursday, 23 November 2017. The principal place of business of the Company in Hong Kong is: 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Facsimile No.: +852-35898555).
3. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorisation documents (if any) of the signatory or notarised copies of such power of attorney or authorisation documents must be completed and deposited, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders). The completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.
4. A shareholder entitled to attend and vote at the EGM shall be entitled to appoint another one or more proxies to attend and vote for him. A proxy need not be a shareholder of the Company.
5. In case of joint holders of a share, any one of such holders is entitled to vote at the EGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the EGM personally or by proxy.
6. The EGM is expected to last for half a day. All transportation and accommodation expenses incurred by shareholders or their proxies in attending the EGM shall be borne by themselves. Shareholders or their proxies attending the EGM shall be required to produce identifications.

By Order of the Board  
**Yin Yimin**  
Chairman

Shenzhen, the PRC  
30 October 2017

*As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Yin Yimin, Zhao Xianming; seven non-executive directors, Zhang Jianheng, Luan Jubao, Wang Yawen, Tian Dongfang, Zhan Yichao, Wei Zaisheng and Zhai Weidong; and five independent non-executive directors, Richard Xike Zhang, Chen Shaohua, Lü Hongbing, Bingsheng Teng and Zhu Wuxiang.*