

**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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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 ELECTION AND APPOINTMENT OF  
NON-INDEPENDENT DIRECTORS  
OF THE NINTH SESSION OF THE BOARD**
- (2) PROPOSED ELECTION AND APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS OF  
THE NINTH SESSION OF THE BOARD**
- (3) PROPOSED ELECTION AND APPOINTMENT OF  
SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE  
NINTH SESSION OF THE SUPERVISORY COMMITTEE**
- (4) PROPOSED ADJUSTMENT OF THE NON-EXECUTIVE  
DIRECTORS' ALLOWANCE**
- (5) PROPOSED ADJUSTMENT OF THE INDEPENDENT  
NON-EXECUTIVE DIRECTORS' ALLOWANCE**
- (6) PROPOSED MANDATE TO THE BOARD TO  
REPURCHASE A SHARES  
AND**
- (7) NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING OF 2022**

---

A letter from the Board is set out in pages 4 to 11 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 3:30 p.m. on Wednesday, 30 March 2022 is set out in pages 21 to 25 of this circular.

A proxy form for use at the EGM is enclosed with this circular and uploaded on 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.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>EXPECTED TIMETABLE .....</b>	<b>3</b>
<b>LETTER FROM THE BOARD .....</b>	<b>4</b>
<b>APPENDIX I — BRIEF BIOGRAPHIES OF THE CANDIDATES FOR NON-INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD .....</b>	<b>12</b>
<b>APPENDIX II — BRIEF BIOGRAPHIES OF THE CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD .....</b>	<b>15</b>
<b>APPENDIX III — BRIEF BIOGRAPHIES OF THE CANDIDATES FOR SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE NINTH SESSION OF THE SUPERVISORY COMMITTEE .....</b>	<b>16</b>
<b>APPENDIX IV — OTHER INFORMATION RELATING TO THE CANDIDATES FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS .....</b>	<b>17</b>
<b>NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022 ..</b>	<b>21</b>

---

## DEFINITIONS

---

*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
“Candidate(s) for Director(s)”	Candidate(s) for Director(s) of the Ninth Session of the Board
“Candidate(s) for Supervisor(s)”	Candidate(s) for shareholders’ representative supervisor(s) of the Ninth Session of the Supervisory Committee
“China” or “the PRC”	the People’s Republic of China
“Company”	ZTE Corporation, a joint stock limited company incorporated 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 2022 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 3:30 p.m. on Wednesday, 30 March 2022
“EGM Notice”	the notice of the first extraordinary general meeting of 2022
“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

---

## DEFINITIONS

---

“Latest Practicable Date”	Tuesday, 8 March 2022, being the latest practicable date prior to the printing of this circular for determining certain information set out in this circular
“RMB”	Renminbi, the statutory currency of the PRC
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	A Shareholders and H Shareholders
“Shares”	A Share(s) and H Share(s)
“Shenzhen Listing Rules”	Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange
“Supervisor(s)”	member(s) of the supervisory committee of the Company
“Supervisory Committee”	the supervisory committee of the Company
“SZSE”	The Shenzhen Stock Exchange
“USD”	United States dollars, the lawful currency of the United States of America
“Zhongxingxin”	Zhongxingxin Telecom Company Limited, the controlling shareholder of the Company

---

**EXPECTED TIMETABLE**

---

**2022**

Latest time for lodging transfers of the H Shares to  
qualify for attendance and voting at the EGM . . . . . 4:30 p.m., Thursday, 24 March

H Share register closed . . . . . Friday, 25 March to  
Wednesday, 30 March  
(both dates inclusive)

Latest time for lodging proxy forms for the EGM . . . . . 3:30 p.m., Tuesday, 29 March

EGM. . . . . 3:30 p.m., Wednesday, 30 March

H Share register re-opens . . . . . Thursday, 31 March



**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:*

Li Zixue  
Xu Ziyang  
Gu Junying

*Non-executive Directors:*

Li Buqing  
Zhu Weimin  
Fang Rong

*Independent Non-executive Directors:*

Cai Manli  
Gordon Ng  
Zhuang Jiansheng

*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:*

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

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED ELECTION AND APPOINTMENT OF  
NON-INDEPENDENT DIRECTORS  
OF THE NINTH SESSION OF THE BOARD**
- (2) PROPOSED ELECTION AND APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS OF  
THE NINTH SESSION OF THE BOARD**
- (3) PROPOSED ELECTION AND APPOINTMENT OF  
SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE  
NINTH SESSION OF THE SUPERVISORY COMMITTEE**
- (4) PROPOSED ADJUSTMENT OF THE NON-EXECUTIVE  
DIRECTORS' ALLOWANCE**
- (5) PROPOSED ADJUSTMENT OF THE INDEPENDENT  
NON-EXECUTIVE DIRECTORS' ALLOWANCE**
- (6) PROPOSED MANDATE TO THE BOARD TO  
REPURCHASE A SHARES**
- AND**
- (7) NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING OF 2022**

---

## LETTER FROM THE BOARD

---

### 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 resolutions and special resolution to be proposed at the EGM in respect of, among others, the following matters:

1. Proposed Election and Appointment of Non-independent Directors of the Ninth Session of the Board
2. Proposed Election and Appointment of Independent Non-executive Directors of the Ninth Session of the Board
3. Proposed Election and Appointment of Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee
4. Proposed Adjustment of the Non-executive Directors' Allowance
5. Proposed Adjustment of the Independent Non-executive Directors' Allowance
6. Proposed Mandate to the Board to Repurchase A Shares

### II. PROPOSED ELECTION AND APPOINTMENT OF NON-INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD

At the Forty-fourth Meeting of the Eighth Session of the Board held on 24 February 2022, it was resolved that the re-election of the Board will be held, as the term of office of the Eighth Session of the Board of the Company will conclude on 29 March 2022. The Eighth Session of the Board of the Company has nominated Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong as Candidates for Non-independent Directors of the Ninth Session of the Board of the Company.

The term of office of the Candidates for Non-independent Directors of the Ninth Session of the Board is three years, which shall commence from the date on which the appointment is approved by the general meeting.

Please refer to Appendix I and Appendix IV for brief biographies and other information relating to the Candidates for Non-independent Directors listed above.

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

### III. PROPOSED ELECTION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD

At the Forty-fourth Meeting of the Eighth Session of the Board held on 24 February 2022, it was resolved that the re-election of the Board will be held, as the term of office of the Eighth Session of the Board of the Company will conclude on 29 March 2022. The

---

## LETTER FROM THE BOARD

---

Eighth Session of the Board of the Company has nominated Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng as Candidates for Independent Non-executive Directors of the Ninth Session of the Board of the Company.

In accordance with the “Rule of Independent Directors in Listed Companies” (《上市公司獨立董事規則》) issued by the CSRC which stipulates that “the term of office of Independent Directors of a listed company shall be the same as the term of office of other directors of that listed company, and Independent Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office”, the term of office of Candidates for Independent Non-executive Directors of the Ninth Session of the Board of Ms. Cai Manli and Mr. Gordon Ng, who have been Independent Non-executive Directors of the Company since 29 June 2018, will commence from the date on which the appointment is approved by the general meeting and end on 28 June 2024.

The term of office for Mr. Zhuang Jiansheng, the Candidate for Independent Non-executive Director of the Ninth Session of the Board is three years, which shall commence from the date on which the appointment is approved by the general meeting.

Please refer to Appendix II and Appendix IV for brief biographies and other information relating to the Candidates for Independent Non-executive Directors listed above.

Upon review on the criteria for being a director of the Company, the Nomination Committee of the Company has extensively recruited candidates for election as a director and collected the information about the initial candidates, such as profession, academic qualification, position, work experience and all other concurrent employment. With the candidates’ consent to nomination, the Nomination Committee convened a meeting for considering the qualification of the initial candidates according to the criteria for being a director, then the recommendation and relevant materials of the candidates for director were submitted to the Board.

The Board is of the view that the candidates for election as an Independent Non-executive Director, namely Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng have professional qualifications and considerable experience in various domains, such as finance, accounting, law and compliance, and they have built influence in the industry and fulfilled their duties in an enthusiastic manner. Ms. Cai Manli is a certified public accountant of the PRC and certified tax agent of the PRC with a wealth of experience in consultation and equity investments relating to capital markets, thus she is able to complement the professional background of the composition of the Board in terms of financial management and equity investments. Mr. Gordon Ng is a solicitor admitted in England and Wales and in Hong Kong, thus he is able to complement the professional background of the composition of the Board in terms of corporate governance. Mr. Zhuang Jiansheng has been admitted as a PRC Attorney with extensive experience in international trade compliance and corporate regulatory matters, thus he is able to complement the professional background of the composition of the Board in terms of law and compliance.



---

## LETTER FROM THE BOARD

---

Accordingly, the respective academic background, experience and practice of Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng allow them to offer valuable insights to the Board in the matter of, among others, finance, overseas and domestic law and compliance, and diversity of board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, professional experience, skills and expertise upon their election as Independent Non-executive Directors. Each of Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng has submitted to the Board with a written confirmation of his/her independence under the requirements of the Hong Kong Listing Rules and the Shenzhen Listing Rules, and an approval of SZSE has been obtained without dissent for the record and examination in respect of the qualifications and independence for the aforesaid Candidates for Independent Non-executive Directors. Upon considering the above factors, the Board is of the view that Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng are independent persons of the Company.

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

#### **IV. PROPOSED ELECTION AND APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISORS OF THE NINTH SESSION OF THE SUPERVISORY COMMITTEE**

At the Thirty-fifth Meeting of the Eighth Session of the Supervisory Committee held on 24 February 2022, it was resolved that the re-election of the Supervisory Committee will be held, as the term of office of the Eighth Session of the Supervisory Committee of the Company will conclude on 29 March 2022. The Eighth Session of the Supervisory Committee of the Company has nominated Ms. Jiang Mihua and Mr. Hao Bo as Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee of the Company.

The term of office of the Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee is three years, which shall commence from the date on which the appointment is approved by the general meeting.

Please refer to Appendix III and Appendix IV for brief biographies and other information relating to the Candidates for Supervisors listed above.

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

#### **V. PROPOSED ADJUSTMENT OF THE NON-EXECUTIVE DIRECTORS' ALLOWANCE**

The Company has proposed to adjust the Non-executive Directors' allowance from RMB100,000 (before tax) payable annually to RMB200,000 (before tax) payable annually (subject to personal income tax deductible and payable by the Company). Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

For details, please refer to Ordinary Resolution No. 4 of the EGM Notice.

---

## LETTER FROM THE BOARD

---

### **VI. PROPOSED ADJUSTMENT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS' ALLOWANCE**

The Company has proposed to adjust the Independent Non-executive Directors' allowance from RMB250,000 (before tax) payable annually to RMB400,000 (before tax) payable annually (subject to personal income tax deductible and payable by the Company). Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

For details, please refer to Ordinary Resolution No.5 of the EGM Notice.

### **VII. PROPOSED MANDATE TO THE BOARD TO REPURCHASE A SHARES**

Reference is made to the "Overseas Regulatory Announcement Announcement Tabling of the Proposed Mandate for the Repurchase of the Company's A Shares for 2022 at the General Meeting for Consideration" published by the Company on 8 March 2022.

The Company has proposed to seek the mandate of the EGM authorising the Board of the Company to determine upon and implement the Company's repurchase of A shares in accordance with the law. The mandate is required to be approved by way of resolution at a Board meeting at which over two-third of the Directors were present.

The A share repurchase shall be conducted in connection with any one of the following: (i) employee share ownership schemes or share incentives; (ii) conversion of convertible bonds issued by the Company. The A share repurchase shall be conducted by way of call auction in the share trading system of Shenzhen Stock Exchange. Funds applied in the A share repurchase shall be the Company's internal funds or other funds in compliance with the requirements of laws and regulations. The price of the A share repurchase shall be determined and finalised by the Board as authorised by the EGM in accordance with pertinent laws and regulations, taking into account a number of factors, such as conditions in the capital market, movements in the share price of the Company and the Company's financial and operating conditions, among others. The volume of A shares to be repurchased shall be determined by the Board as authorised by the EGM in accordance with pertinent laws and regulations within the limit of its mandate subject to a cap of 2% of the issued A share capital of the Company as at the date on which the resolution is considered and passed at the EGM.

As at the Latest Practicable Date, the Company's issued share capital comprised 3,976,162,471 A Shares. Subject to the granting of the mandate being approved and assuming that no additional Shares will be issued prior to the EGM, the Board will be entitled to repurchase a maximum of 79,523,249 A Shares.

---

## LETTER FROM THE BOARD

---

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

1. To confirm the final plan and terms of repurchase and deal with matters pertaining to the share repurchase in accordance with the provisions of laws, regulations, rules and regulatory documents, taking into account the actual conditions of the Company and the market;
2. To amend, adjust or determine at its discretion based on prevailing circumstances matters relating to the repurchase plan, including but not limited to: the specific use of the share repurchase, the total repurchase amount, the price of the share repurchase, the volume of the share repurchase, implementation of the repurchase, or whether the repurchase plan shall proceed or be terminated, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, rules, regulatory documents, requirements of regulatory authorities and the Articles of Association;
3. To open a dedicated securities account and other relevant securities accounts for the repurchase;
4. To repurchase shares at timings deemed appropriate during the repurchase period, including the timing, price and volume of repurchase;
5. To adjust the repurchase plan and continue to deal with matters pertaining to the share repurchase in accordance with pertinent laws and regulations and requirements of regulatory authorities, taking into account market conditions and the actual conditions of the Company, in the event of new requirements on the policy for share repurchases stipulated under laws and regulations or announced by securities regulatory authorities or changes in market conditions, save in relation to matters required to be voted upon anew at the general meeting under pertinent laws, regulations, requirements of regulatory authorities or the Articles of Association;
6. To prepare, amend, supplement, execute, deliver, submit and implement all agreements, contracts and documents incurred in the course of the share repurchase and to report as required;
7. To notify creditors and communicate with creditor to reach debt settlements;
8. To deal with all other matters that are not stated above but are necessary for the share repurchase.

---

## LETTER FROM THE BOARD

---

The mandate shall be in effect from the date on which the resolution is considered and passed at the EGM to the earlier of the following: (i) the date on which the 2021 annual general meeting of the Company concludes (unless extended by way of resolution at the said meeting); or (ii) the date of the general meeting at which the mandate is revoked or modified by the shareholders by way of resolution.

The abovementioned mandate to repurchase A shares will not cause the percentage of shares in the Company held by the public to fall below 25% of the total issued shares of the Company. The Directors are not aware of any consequences under The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong that might result from any repurchase of A shares pursuant to the mandate.

For details, please refer to Special Resolution No.6 of the EGM Notice.

### VIII. EGM

#### **EGM Notice, Proxy Form**

The EGM will be convened by the Company at 3:30 p.m. on Wednesday, 30 March 2022 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: (1) Proposed Election and Appointment of Non-independent Directors of the Ninth Session of the Board, (2) Proposed Election and Appointment of Independent Non-executive Directors of the Ninth Session of the Board, (3) Proposed Election and Appointment of Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee, (4) Proposed Adjustment of the Non-executive Directors' Allowance, (5) Proposed Adjustment of the Independent Non-executive Directors' Allowance and (6) Proposed Mandate to the Board to Repurchase A Shares. The EGM Notice is set out on pages 21 to 25 of this circular.

A proxy form for use at the EGM is enclosed with this circular and uploaded on 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.

#### **Close of share register**

The Company will close its H share register from Friday, 25 March 2022 to Wednesday, 30 March 2022 (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., Thursday, 24 March 2022.

---

## LETTER FROM THE BOARD

---

### **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.

### **IX. RECOMMENDATION**

The Board is of the view that the resolutions set out in the EGM Notice in respect of the: (1) Proposed Election and Appointment of Non-independent Directors of the Ninth Session of the Board, (2) Proposed Election and Appointment of Independent Non-executive Directors of the Ninth Session of the Board, (3) Proposed Election and Appointment of Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee, (4) Proposed Adjustment of the Non-executive Directors' Allowance, (5) Proposed Adjustment of the Independent Non-executive Directors' Allowance and (6) Proposed Mandate to the Board to Repurchase A Shares 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.

### **X. 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  
**Li Zixue**  
**ZTE Corporation**  
*Chairman*

Shenzhen, the PRC  
14 March 2022

**Mr. Li Zixue (李自學)**, male, born in 1964, graduated from Xi'an Jiaotong University with a bachelor's degree in engineering majoring in electronic components and materials in 1987, and currently holds the professional title of researcher. Mr. Li joined Xi'an Microelectronics Technology Research Institute in 1987, working on research and development and management in relation to microelectronic technology. From 1987 to 2010, Mr. Li served successively as technician and deputy head, deputy chief and chief of hybrid integrated circuit department. From 2010 to 2014, Mr. Li acted successively as deputy head, deputy secretary of party committee, general secretary of discipline inspection committee and chairman of the supervisory committee of Xi'an Microelectronics Technology Research Institute. From 2014 to 2015, he was general secretary of party committee and general secretary of discipline inspection committee, chairman of the supervisory committee and deputy head of Xi'an Microelectronics Technology Research Institute. Mr. Li acted as general secretary of party committee and deputy head of Xi'an Microelectronics Technology Research Institute, which is a shareholder of the controlling shareholder of the Company (Zhongxingxin) from 2015 to January 2019. Mr. Li has been Chairman and Executive Director of the Company since June 2018. Mr. Li has rich experience in practice and management in the electronics industry.

**Mr. Xu Ziyang (徐子陽)**, male, born in 1972, graduated from University of Electronic Science and Technology of China with a bachelor's degree in engineering majoring in physical electronics technology in 1994. Mr. Xu joined the Company in 1998, and served successively as programmer and section chief of GSM product line development department of Nanjing Research and Development Center, head of PS development department, deputy general manager of core network product line, and general manager of core network product line of the Company, from 1998 to 2011. From 2011 to 2013, Mr. Xu acted as general manager of MKT Fourth Branch of the Company in charge of European and United States systems products. From 2014 to 2016, Mr. Xu acted as general manager of ZTE Services Deutschland GmbH, a subsidiary of the Company. From 2016 to July 2018, Mr. Xu acted concurrently as assistant to the President of the Company and product general manager of the CCN core network product line of wireless operation department of the Company. From August 2018 to September 2020, Mr. Xu acted as chairman of ZTE Microelectronics Technology Company Limited, a subsidiary of the Company. Since July 2018, Mr. Xu has been the President of the Company, and he has been Executive Director of the Company since August 2018. Mr. Xu has many years of operational and management experience in the telecommunication industry.

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

Company Limited, which is an indirect shareholder of Zhongxingxin. Since 2016, Mr. Li has successively acted as deputy chief economist and chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited, which is an indirect shareholder of Zhongxingxin. From 2015 to 2018, Mr. Li concurrently acted as chairman of Nanjing Aerospace Yinshan Electronic Co., Ltd. From 2017 to 2018, Mr. Li concurrently acted as chairman of Aerospace Science & Industry Europe Co., Ltd. From 2017 to 2020, he successively concurrently served as director and supervisor of HT-Hysa Security Technology Engineering Co., Ltd. From 2017 to 2020, he concurrently served as director of Shenzhen Aerospace Guangyu Industrial Company Limited. Since 2017, he has concurrently served as chairman of Shenzhen Aerospace Liye Industry Development Co., Ltd. and director of Shenzhen Aerospace Property Management Co., Ltd. Since 2018, he has concurrently served as director of Shenzhen Zhongxing Information Company Limited. Since 2021, he has concurrently served as director of Shenzhen Hangxin Property Management Co., Ltd. Mr. Li has been Non-executive Director of the Company since June 2018. Mr. Li has rich experience in management and operations.

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

**Mr. Zhu Weimin (諸為民)**, male, born in 1966, graduated from the Department of Electronic Engineering of Shanghai Jiaotong University with a bachelor's degree in engineering majoring in electronic engineering in 1988 and obtained an MBA degree from China Europe International Business School in Shanghai in 2003. Mr. Zhu served successively as a technician and deputy head of Suzhou Dongfeng Communication Equipment Factory Research Institute from 1988 to 1991; research engineer and deputy director of the development department of Shenzhen Zhongxing Semiconductor Co., Ltd. from 1991 to 1993; research engineer of Zhongxingxin and head of Nanjing Research Institute of Zhongxingxin from 1993 to 1997. Mr. Zhu served as Director and deputy general manager of the Company from 1997 to 2000; deputy general manager of Zhongxingxin from 2002 to 2003; general manager of Shenzhen Changfei Investment Co., Ltd. from 2004 to 2013; and director of Shenzhen Jufei Optoelectronics Co., Ltd. (a company listed on the Shenzhen Stock Exchange in 2012) from 2009 to 2015. Mr. Zhu has served as director of Shenzhen Techaser Technologies Co., Ltd. since 2008 (concurrently acted as advisor from 2013 to 2018); and chairman/director of Shenzhen Zhongxing International Investment Co., Ltd. and its certain subsidiaries since 2018. At present, he is concurrently serving as director of Zhongxingxin, Shenzhen Zhongxing WXT Equipment Company Limited, Shenzhen Xinyu Tengyue Electronics Co., Ltd. and Hainan Xinghang Technology Co., Ltd. Mr. Zhu has been Non-executive Director of the Company since June 2018. Mr. Zhu has rich experience in management and operations.

**Ms. Fang Rong (方榕)**, female, born in 1964, graduated from Nanjing Institute of Posts and Telecommunications (now known as Nanjing University of Posts and Telecommunications) in 1987 with a bachelor's degree in engineering, majoring in telecommunications engineering. From 1987 to 1995, Ms. Fang worked at Wuhan Posts and Telecommunications and Science Research Institute under the Ministry of Posts and Telecommunications. She worked in Zhongxingxin from 1995 to 1997; and worked in the Company from 1997 to 2009, acting as Senior Vice President of the Company from 1998 to 2009. Since 2009, she has been director and executive vice president of Zhongxing Development Company Limited, director of Shenzhen ZTE International Investment Limited, director of Beijing United ZTE international Investment Limited. Since 2021, she has been chairman of Xiazhi Technology Company Limited. She concurrently served as director of certain subsidiaries and investees of Zhongxing Development Company Limited. Ms. Fang has been Non-executive Director of the Company since June 2018. Ms. Fang has many years of operational and management experience in the telecommunication industry.



**Ms. Cai Manli (蔡曼莉)**, female, born in 1973, graduated from Renmin University of China with a bachelor's degree in economics majoring in accounting in 1998 and obtained a master's degree in management from Central University of Finance and Economics in 2006. She is a certified public accountant and certified tax agent of the PRC. From 2002 to 2015, Ms. Cai was involved in regulatory governance of listed companies at CSRC, holding successively the positions of deputy chief of the M&A Governance Office II and chief of the M&A Governance Office I while also serving as the leader of the accounting and evaluation group at the Department for the Governance of Listed Companies. Formerly, she acted as general manager of HEYI Rising Assets Management Co., Ltd., independent director of Beijing Yadii Media Co., Ltd., Sf Diamond Co., Ltd. (a company listed on the Shenzhen Stock Exchange) and Hubei Radio & Television Information Network Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Since 2015, she has been senior advisor at King & Wood Mallesons. Since 2016, she has been concurrently external supervisor of Sichuan Xinwang Bank Co., Ltd. Since November 2018, she has been independent director of Shanghai Flyco Electrical Appliance Co., Ltd. (a company listed on the Shanghai Stock Exchange). Since June 2019, she has been independent director of New Hope Liuhe Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Since December 2020, she has been independent director of Kuangshi Technology Co., Ltd. Since March 2021, she has been independent director of Guangzhou Jifei Technology Co., Ltd. Ms. Cai has been Independent Non-executive Director of the Company since June 2018. Ms. Cai has rich experience in consultation and equity investments relating to capital markets.

**Mr. Gordon Ng (吳君棟)**, male, born in 1964, graduated with a bachelor's degree in microbiology and biochemistry in 1987 and further obtained a master's degree in intellectual property rights in 1988 from the University of London. He is a solicitor admitted in England and Wales and in Hong Kong. Mr. Ng has been the head of the Corporate Finance/Capital Markets Department at the Hong Kong Office of Dentons, an international law firm, since July 2013. He is currently an independent non-executive director of China Engene International (Holdings) Limited (a company listed on The Stock Exchange of Hong Kong Limited) and Mainland Headwear Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited), respectively. Mr. Ng has been Independent Non-executive Director of the Company since June 2018. Mr. Ng brings with him extensive experience in corporate listing and merger and acquisition.

**Mr. Zhuang Jiansheng (莊堅勝)**, male, born in 1965. Mr. Zhuang graduated from East China University of Political Science and Law with a bachelor's degree in law in 1988, and obtained a master's degree in international and economic law from the University of International Business and Economics in 1991. Mr. Zhuang has been admitted as a PRC Attorney. Mr. Zhuang worked in Shanghai WGQ Free Trade Zone Development Corporation, Shanghai WGQ Free Trade Zone United Development Co. Ltd., PricewaterhouseCoopers Consulting Firm, and Baker & McKenzie LLP in the United States. Mr. Zhuang has been the advisory partner of Shanghai Huiye Law Firm with respect to the business of trade compliance and customs since January 2016. Mr. Zhuang has been Independent Non-executive Director of the Company since June 2020. Mr. Zhuang has extensive experience in the laws and practices in areas like international trade compliance, corporate regulatory matters, customs & tax laws.

**Ms. Jiang Mihua (江密華)**, female, born in 1976. Ms. Jiang graduated from Shenzhen University in July 1999 with a bachelor's degree in Economics majoring in international accounting and holds the title of senior accountant. From July 1999 to October 2007, Ms. Jiang worked successively as the accountant, deputy manager of the finance department at Shenzhen Qiaoshe Industrial Corporation; from October 2007 to August 2011, she was finance manager of Shenzhen Port CTS Company Limited; from August 2011 to May 2013, she was assistant financial controller at Shenzhen Pengai Hospital Investment Management Company Limited; from May 2013 to June 2020, she acted as chief financial officer of Shenzhen Caimeng Technology Company Limited; from September 2020 to March 2021, she was general manager of Shenzhen Chengyian Machinery and Equipment Company Limited; from April 2021 to January 2022, she served as chief accountant of Shenzhen Aerospace Guangyu Industrial Company Limited; since January 2022, she has been deputy head (operations) of the finance department of Shenzhen Aerospace Industrial Technology Research Institute Limited, which is an indirect shareholder of the controlling shareholder of the Company (Zhongxingxin). Ms. Jiang brings with her a wealth of experience in financial operations and management.

**Mr. Hao Bo (郝博)**, male, born in 1989. Mr. Hao graduated from Wuhan University with a bachelor's degree in Economics in 2010 and a doctorate degree in Management in 2015. From July 2015 to March 2019, Mr. Hao worked in various capacities including investment director at the Investment Management Department of the Company, during which he also served as director/supervisor of certain subsidiaries of the Company; since March 2019 he has acted as head of the strategic planning department to Zhongxingxin, amongst others. Since December 2020, Mr. Hao has been appointed as tutor for postgraduate students at Zhongnan University of Economics and Law and Wuhan University; Mr. Hao is currently director/supervisor of certain subsidiaries of Zhongxingxin. Mr. Hao brings with him a wealth of experience in financial operations and investment management.

**I. INTERESTS OF THE CANDIDATES FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS**

As at the Latest Practicable Date, the interests and short position of the Candidates for Directors in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) were as follows:

<b>Name</b>	<b>Number of shares or share options held</b>	<b>Class of shares or share options</b>
<b>Candidates for Directors</b>		
Li Zixue	180,000 share options	2020 share options of A shares of the Company
Xu Ziyang	84,000 shares	A shares of the Company
	84,000 share options	2017 share options of A shares of the Company
Li Buqing	180,000 share options	2020 share options of A shares of the Company
	50,000 share options	2020 share options of A shares of the Company
Gu Junying	180,000 share options	2020 share options of A shares of the Company
Zhu Weimin	50,000 share options	2020 share options of A shares of the Company
Fang Rong	50,000 share options	2020 share options of A shares of the Company

Save as disclosed above, as at the Latest Practicable Date, none of the Candidates for Directors and the Candidates for Supervisors had any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) that is required to be recorded in the register to be kept under Section 352 of the SFO, or otherwise notified to the Company and SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules.

As at the Latest Practicable Date, none of the Candidates for Directors and the Candidates for Supervisors, or their respective spouses or children under the age of 18 had been granted or had exercised any rights to subscribe for the share capital or debentures of the Company or its associated corporations.

**II. POSITIONS HELD WITH THE COMPANY OR OTHER MEMBERS OF THE GROUP**

As at the Latest Practicable Date, the following Candidates for Directors held positions as directors or employees with the Company or other members of the Group:

<b>Name</b>	<b>Name of the company</b>	<b>Position</b>
<b>Candidates for Directors</b>		
Li Zixue	ZTE Corporation	Chairman, Executive Director
Xu Ziyang	ZTE Corporation	Executive Director, President
Li Buqing	ZTE Corporation	Non-executive Director
Gu Junying	ZTE Corporation	Executive Director, Executive Vice President
Zhu Weimin	ZTE Corporation	Non-executive Director
Fang Rong	ZTE Corporation	Non-executive Director
Cai Manli	ZTE Corporation	Independent Non-executive Director
Gordon Ng	ZTE Corporation	Independent Non-executive Director
Zhuang Jiansheng	ZTE Corporation	Independent Non-executive Director

Save as disclosed above, none of the Candidates for Directors and the Candidates for Supervisors held positions in the Company or other members of the Group.

---

**APPENDIX IV                      OTHER INFORMATION RELATING TO THE CANDIDATES  
FOR DIRECTORS AND THE CANDIDATES FOR SUPERVISORS**

---

**III. RELATIONSHIP WITH SUBSTANTIAL OR CONTROLLING SHAREHOLDER,  
OTHER DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE  
COMPANY**

As at the Latest Practicable Date, the following Candidates for Directors and Candidates for Supervisors are also the directors or employees of companies which are substantial or controlling shareholders of the Company:

<b>Name</b>	<b>Name of Shareholders</b>	<b>Position with Shareholders</b>
<b>Candidates for Directors</b>		
Li Buqing	Shenzhen Aerospace Industrial Technology Research Institute Limited (indirect shareholder of Zhongxingxin)	Chief accountant
	CASIC Shenzhen (Group) Company Limited (indirect shareholder of Zhongxingxin)	Director, Chief accountant
Zhu Weimin	Zhongxingxin	Director
	Shenzhen Zhongxing WXT Equipment Company Limited (shareholder of Zhongxingxin)	Director
<b>Candidates for Supervisors</b>		
Jiang Mihua	Shenzhen Aerospace Industrial Technology Research Institute Limited (indirect shareholder of Zhongxingxin)	Deputy head of the finance department
Hao Bo	Zhongxingxin	Head of the strategy planning department

Save as disclosed above, none of the Candidates for Directors and the Candidates for Supervisors had any relationship with substantial or controlling shareholder, any director, supervisor and senior management of the Company.

**IV. SERVICE AGREEMENTS AND EMOLUMENTS**

Upon election, each of the elected Supervisors will enter into a service contract with the Company. The term of office of the Supervisors is three years, which shall commence from the date on which the appointment is approved by the general meeting. The Supervisors do not receive supervisor allowance.

Upon election, each of the elected Directors will enter into a service contract with the Company. The term of office of the Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting, except that the term of office of the Ms. Cai Manli and Mr. Gordon Ng will commence from the date on which the appointment is approved by the general meeting and end on 28 June 2024. Non-independent Directors who do not otherwise hold any positions at the Company (i.e. Non-executive Director) and Independent Non-executive Directors shall receive directors allowance. Non-executive Director shall each receive an annual fee of RMB200,000 (before tax) from the Company in accordance with the rates for Non-executive Director' allowance being approved at the general meeting (supposed the resolution of the adjustment of the Non-executive Directors' allowance is approved). Independent Non-executive Directors shall each receive an annual fee of RMB400,000 (before tax) from the Company in accordance with the rates for Independent Non-executive Directors' allowance being approved at the general meeting (supposed the resolution of the adjustment of the Independent Non-executive Directors' allowance is approved). Directors' personal income tax payable on Directors' allowance shall be withheld and paid by the Company on behalf of the Directors concerned. Other Non-independent Directors (i.e. Executive Director), whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive director allowance.

**V. DIRECTORSHIPS HELD AT OTHER LISTED COMPANIES AND OTHER  
MAJOR APPOINTMENTS AND PROFESSIONAL QUALIFICATIONS**

Save as disclosed in this circular, none of the Candidates for Directors and the Candidates for Supervisors has held any directorship in any other listed companies or other major appointments or professional qualifications in the past three years.

**VI. OTHERS**

Save as disclosed in this circular, as at the Latest Practicable Date, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the Candidates for Directors and the Candidates for Supervisors in particular, that need to be brought to the attention of the shareholders of the Company.

---

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 2022

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

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2022 (the “EGM”) of ZTE Corporation (the “**Company**”) will be convened at 3:30 p.m., on Wednesday, 30 March 2022 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 14 March 2022 (the “**Circular**”), unless otherwise required by the context):

### **Ordinary Resolutions**

**1. Resolution on the Re-election of the Board of Directors and the Election of Non-independent Directors for the Ninth Session of the Board of Directors;**

At the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Board of Directors of the Company has nominated Mr. Li Zixue, Mr. Xu Ziyang, Mr. Li Buqing, Mr. Gu Junying, Mr. Zhu Weimin and Ms. Fang Rong as Candidates for Non-independent Directors of the Ninth Session of the Board of Directors of the Company.

---

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

---

The term of office of the Candidates for Non-independent Directors of the Ninth Session of the Board of Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting.

### **2. Resolution on the Re-election of the Board of Directors and the Election of Independent Non-executive Directors for the Ninth Session of the Board of Directors;**

At the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Board of Directors of the Company has nominated Ms. Cai Manli, Mr. Gordon Ng and Mr. Zhuang Jiansheng as Candidates for Independent Non-executive Directors of the Ninth Session of the Board of Directors of the Company.

In accordance with the “Rule of Independent Directors in Listed Companies” (《上市公司獨立董事規則》) issued by the CSRC which stipulates that “the term of office of Independent Directors of a listed company shall be the same as the term of office of other directors of that listed company, and Independent Directors may offer themselves for re-election upon the conclusion of a term subject to a maximum period of six years for consecutive terms of office”, the term of office of Candidates for Independent Non-executive Directors of the Ninth Session of the Board of Directors of Ms. Cai Manli and Mr. Gordon Ng, who have been Independent Non-executive Directors of the Company since 29 June 2018, will commence from the date on which the appointment is approved by the general meeting and end on 28 June 2024.

The term of office for Mr. Zhuang Jiansheng, the Candidate for Independent Non-executive Director of the Ninth Session of the Board of Directors is three years, which shall commence from the date on which the appointment is approved by the general meeting.

The brief biographies and other information relating to the Candidates for Directors listed above are included in the Circular.

Qualification and independence for the Candidates for Independent Non-executive Directors have been approved by Shenzhen Stock Exchange without dissent for the record and examination.



---

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

---

**3. Resolution on the Re-election of the Supervisory Committee and the Election of Shareholders' Representative Supervisors for the Ninth Session of the Supervisory Committee;**

At the Thirty-fifth Meeting of the Eighth Session of the Supervisory Committee of the Company held on 24 February 2022, it was resolved that the Eighth Session of the Supervisory Committee of the Company has nominated Ms. Jiang Mihua and Mr. Hao Bo as Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee of the Company.

The term of office of the Candidates for Shareholders' Representative Supervisors of the Ninth Session of the Supervisory Committee is three years, which shall commence from the date on which the appointment is approved by the general meeting.

The brief biographies and other information relating to the Candidates for Shareholders' Representative Supervisors listed above are included in the Circular.

**4. Resolution on the Adjustment of the Non-executive Directors' Allowance;**

That the adjustment of the rate of Non-executive Directors' allowance from RMB100,000 (before tax) payable annually by the Company to RMB200,000 (before tax) payable annually by the Company (subject to personal income tax deductible and payable by the Company) be approved. Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

**5. Resolution on the Adjustment of the Independent Non-executive Directors' Allowance;**

That the adjustment of the rate of Independent Non-executive Directors' allowance from RMB250,000 (before tax) payable annually by the Company to RMB400,000 (before tax) payable annually by the Company (subject to personal income tax deductible and payable by the Company) be approved. Expenses for accommodation, meals and transportation incurred in connection with the attendance of Board meetings of the Company shall continue to be borne by the Company.

**6. Resolution on the Tabling of the Proposed Mandate for the Repurchase of the Company's A Shares for 2022 at the General Meeting for Consideration.**

The resolution tabled at the EGM for consideration seeks to give mandate to the Board of the Company only to deal with matters pertaining to the A share repurchase. At present, the Company has yet to formulate a detailed plan for the A share repurchase. Subject to consideration and approval at the EGM, the Company will confirm whether to proceed with the repurchase based on factors such as conditions in the capital market and volatility and movement in the Company's share price, among others.

---

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

---

For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement Tabling of the Proposed Mandate for the Repurchase of the Company’s A Shares for 2022 at the General Meeting for Consideration” published by the Company on 8 March 2022.

### Description:

In accordance with relevant provisions of the Articles of Association, Resolutions No. 1, 2 and 3 set out above shall be determined by way of accumulative voting, whereby each Candidate for Director and Candidate for Shareholders’ Representative Supervisor shall be voted upon on an individual basis.

Resolutions No. 1 to No. 5 are ordinary resolutions which shall require the approval of one-second of the voting rights held by shareholders attending the EGM in order to be passed. Resolution No. 6 is special resolution which shall require the approval of two-thirds of the voting rights held by shareholders attending the EGM in order to be passed.

Resolution No. 3 has been considered and approved at the Thirty-fifth Meeting of the Eighth Session of the Supervisory Committee of the Company held on 24 February 2022; resolutions No. 1, 2, 4 and 5 have been considered and approved at the Forty-fourth Meeting of the Eighth Session of the Board of Directors of the Company held on 24 February 2022, for the details, please refer to the relevant announcements published by the Company on 24 February 2022. Resolution No. 6 has been considered and approved at the Forty-fifth Meeting of the Eighth Session of the Board of Directors of the Company held on 8 March 2022. For the details, please refer to the relevant announcements published by the Company on 8 March 2022.

### Notes:

- 1. The Company will close its H share register from Friday, 25 March 2022 to Wednesday, 30 March 2022 (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., Thursday, 24 March 2022.**
2. In order to be valid, the instruments appointing a proxy (namely the proxy form) and the power of attorney or other authorization documents (if any) of the signatory or notarized copies of such power of attorney or authorization 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

---

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

---

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.

3. 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.
4. 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.
5. 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  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
14 March 2022

*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.*