
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this circular, or as to the action to be taken, you should consult a licensed securities dealer 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 EGM proxy form, proxy form for the solicitation of voting rights by Independent Non-executive Directors 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中兴
ZTE CORPORATION
中兴通讯股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 763)

**(1) Proposed Repurchase and Cancellation of
Restricted Shares Not Qualified for Unlocking**
**(2) Proposed Amendment of the Articles of Association
and**
(3) Notice of the Second Extraordinary General Meeting of 2013

A letter from the Board is set out in pages 4 to 7 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 Friday, 28 June 2013 is set out in pages 8 to 14 of this circular.

Mr. Wei Wei, an Independent Non-executive Director of the Company, sent out a proxy form for the solicitation of voting rights by Independent Non-executive Directors in accordance with the relevant regulations of the PRC to solicit proxies from the shareholders with respect to the vote on the resolutions at the EGM. An EGM proxy form, a proxy form for the solicitation of voting rights by Independent Non-executive Directors and a reply slip for use at the EGM are enclosed with this circular and uploaded at the websites of the SEHK and the Company, respectively. Whether or not you are able to attend the EGM, please complete and return the enclosed EGM proxy form and proxy form for the solicitation of voting rights by Independent Non-executive Directors 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 EGM proxy form and the proxy form for the solicitation of voting rights by Independent Non-executive Directors 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 Friday, 7 June 2013.

14 May 2013

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DEFINITIONS

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

“A Shares”	Ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company, which are listed and traded on SZSE
“Articles of Association”	The Articles of Association of the Company
“Board”	The Board of Directors of the Company
“Company”	ZTE Corporation, a joint stock limited company incorporated on 11 November 1997 under the PRC Company Law in the PRC, whose shares are listed on the SEHK and SZSE
“Company Law”	The Company Law of the People’s Republic of China
“EGM”	The Second Extraordinary General Meeting of 2013 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 Friday, 28 June 2013
“EGM Notice”	Notice of the Second Extraordinary General Meeting of 2013
“H Shareholders”	Holder(s) of H Shares
“H 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 SEHK
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	9 May 2013, being the latest practicable date prior to the printing of this circular for determining certain information set out in this circular
“Phase I Share Incentive Scheme”	Phase I of the Share Incentive Scheme (Version Dated 5 February 2007) considered and passed at the First Extraordinary General Meeting of 2007 of the Company held on 13 March 2007
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the statutory currency of the PRC

DEFINITIONS

“Scheme Participants”	Staff entitled to the Subject Shares under the Phase I Share Incentive Scheme, including the Directors (other than the Independent Non-executive Directors), Senior Management and Key Personnel
“SEHK”	The Stock Exchange of Hong Kong Limited
“Shares”	A Share(s) and H Share(s)
“Subject Shares”	In accordance with the Phase I Share Incentive Scheme and the resolution passed by the Board of Directors of the Company on 25 November 2008, the Company has granted to the Scheme Participants a designated volume of restricted A share quotas
“SZSE”	The Shenzhen Stock Exchange

EXPECTED TIMETABLE

2013

Latest time for lodging transfers of the H Shares to
qualify for attendance and voting at the EGM 4:30 p.m., Tuesday, 28 May

H Share register closed Wednesday, 29 May to Thursday, 27 June
(both dates inclusive)

Latest date for lodging the EGM reply slip Friday, 7 June

Latest time for lodging the EGM proxy form and
the proxy form for the solicitation of voting
rights by Independent Non-executive Directors 9:00 a.m., Thursday, 27 June

EGM. 9:00 a.m., Friday, 28 June

H Share register re-opens Friday, 28 June

ZTE中兴

ZTE CORPORATION

中兴通讯股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 763)

Executive Directors:

Shi Lirong
Yin Yimin
He Shiyong

Non-executive Directors:

Hou Weigui
Zhang Jianheng
Xie Weiliang
Wang Zhanchen
Zhang Junchao
Dong Lianbo

Independent Non-executive Directors:

Qu Xiaohui
Wei Wei
Chen Naiwei
Tan Zhenhui
Timothy Alexander Steinert

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:*

8/F Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

14 May 2013

To the Shareholders

Dear Sir or Madam,

- (1) Proposed Repurchase and Cancellation of
Restricted Shares Not Qualified for Unlocking
(2) Proposed Amendment of the Articles of Association
and
(3) Notice of the Second Extraordinary General Meeting of 2013**

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

1. Proposed Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking; and
2. Proposed Amendment of the Articles of Association.

II. PROPOSED REPURCHASE AND CANCELLATION OF RESTRICTED SHARES NOT QUALIFIED FOR UNLOCKING

In accordance with the Phase I Share Incentive Scheme considered and passed at the First Extraordinary General Meeting of 2007 of the Company and the resolution passed by the Board of the Company on 25 November 2008, the Company has granted the Subject Shares to the Scheme Participants. As at 24 December 2012, all Subject Shares qualified for unlocking had been listed for trading, while 2,536,742 shares remained in lock-up due to non-fulfillment of unlocking conditions stipulated under the Phase I Share Incentive Scheme, such as resignations or non-fulfillment of benchmarks in performance appraisals by Scheme Participants. In accordance with the provisions of the Phase I Share Incentive Scheme, the Company has proposed to repurchase and cancel such shares and to reduce the capital accordingly.

According to the Article 143 of the Company Law, a resolution shall be adopted by a general meeting of shareholders in the event of a purchase of the company's own shares due to reduction of its registered capital. Therefore approval of the repurchase and cancellation of restricted shares not qualified for unlocking is sought from the EGM.

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

III. PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION

According to the matter of capital reduction mentioned in the Section II of Letter from the Board of this circular, the amendment of certain clauses of the Articles of Association is necessary. Details of the amendments are as follows:

1. Article 24

The original article which reads: Subsequent to its establishment, the Company issued 3,440,078,020 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.3% of the total number of ordinary shares issuable by the Company; and 2,810,492,575 Domestic Shares, accounting for 81.7% of the total number of ordinary shares issuable by the Company.

LETTER FROM THE BOARD

Is amended to read: Subsequent to its establishment, the Company issued 3,437,541,278 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.31% of the total number of ordinary shares issuable by the Company; and 2,807,955,833 Domestic Shares, accounting for 81.69% of the total number of ordinary shares issuable by the Company.

2. Article 27

The original article which reads: The registered capital of the Company shall be RMB3,440,078,020.

Is amended to read: The registered capital of the Company shall be RMB3,437,541,278.

To authorize any Director or the Secretary to the Board of Directors of the Company to deal, on behalf of the Company, with the formalities relating to the filing, amendment and registration (where necessary) pertaining to the amendment of the Articles of Association and other pertinent matters.

According to the Article 100 of the Company Law, the general meeting exercises the function and power of the amendment of articles of association. Therefore approval of the amendment of Articles of Association is sought from the EGM.

IV. EGM

EGM Notice, EGM Proxy Form, Proxy Form for The Solicitation of Voting Rights by Independent Non-executive Directors and Reply Slip

An EGM will be convened by the Company on Friday, 28 June 2013 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 special resolutions: (i) Proposed Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking; (ii) Proposed Amendment of the Articles of Association. The EGM Notice is set out in pages 8 to 14 of this circular.

Mr. Wei Wei, an Independent Non-executive Director of the Company, sent out a proxy form for the solicitation of voting rights by Independent Non-executive Directors in accordance with the relevant regulations of the PRC to solicit proxies from the shareholders with respect to the vote on the resolutions at the EGM. An EGM proxy form, a proxy form for the solicitation of voting rights by Independent Non-executive Directors and a reply slip for use at the EGM are enclosed with this circular and uploaded at the websites of the SEHK and the Company, respectively. Whether or not you are able to attend the EGM, please complete and return the enclosed EGM proxy form and proxy form for the solicitation of voting rights by Independent Non-executive Directors 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

LETTER FROM THE BOARD

return of the EGM proxy form and the proxy form for the solicitation of voting rights by Independent Non-executive Directors 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 Friday, 7 June 2013.

Close of share register

The Company will close its H share register from Wednesday, 29 May 2013 to Thursday, 27 June 2013 (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 Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Tuesday, 28 May 2013.

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.

V. RECOMMENDATION

The Board is of the view that the special resolutions set out in the EGM Notice in respect of the: (i) Proposed Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking; (ii) Proposed Amendment of the Articles of Association 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.

By Order of the Board
Hou Weigui
ZTE Corporation
Chairman

Shenzhen, the PRC

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

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ZTE中兴

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 SECOND EXTRAORDINARY GENERAL MEETING OF 2013

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 or misleading statement or material omission in this announcement.

NOTICE IS HEREBY GIVEN that the Second Extraordinary General Meeting of 2013 (hereinafter referred to as the “EGM”) of ZTE Corporation (hereinafter referred to as the “Company”) will be convened by way of a combination of on-site voting, online voting and solicitation of votes pursuant to the Board of Directors’ resolution at the Third Meeting of the Sixth Session of the Board of Directors of the Company held on 8 May 2013. Details of the EGM are set out below:

I. INFORMATION REGARDING THE EGM

(I) Date and time

1. The EGM will commence at 9:00 a.m. on Friday, 28 June 2013.
2. Domestic shareholders can vote on-line during the following time slots from 27 June 2013 to 28 June 2013:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 to 11:30 and from 13:00 to 15:00 on 28 June 2013; online voting on the internet voting system (<http://wltp.cninfo.com.cn>): any time during the period from 15:00 on 27 June 2013 to 15:00 on 28 June 2013.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

(II) Venue

The EGM will be held at the Conference Room on the 4th floor of the Company's headquarters in Shenzhen.

Address: 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China.

Tel: +86 (755) 26770282

(III) Convener

The EGM will be convened by the Board of Directors of the Company.

(IV) Legal and regulatory compliance of the convening of the EGM

The Sixth Session of the Board of Directors of the Company warrants that the EGM is convened in compliance with the provisions of pertinent laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of ZTE Corporation (hereinafter referred to as "Articles of Association").

(V) Voting method

1. Domestic shareholders may vote by:

- on-site voting, including attending in person or authorizing others to attend and vote by completing and returning the relevant proxy form;
- authorising Independent Non-executive Directors to vote on resolutions regarding the repurchase and cancellation of restricted shares not qualified for unlocking; or
- online voting available through the trading system of the Shenzhen Stock Exchange and the internet voting system to domestic shareholders, who should conduct online voting through the said systems during the relevant time slots.

2. H shareholders may vote by:

- on-site voting, including attending in person or authorizing others to attend and vote by completing and returning the relevant proxy form; or
- authorising Independent Non-executive Directors to vote on resolutions regarding the repurchase and cancellation of restricted shares not qualified for unlocking.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

3. For details of how to authorise Independent Non-executive Directors to solicit votes, please refer to the “Report on the Solicitation of Voting Rights by Independent Non-executive Directors” published on 8 May 2013.

The same right to vote in respect of the same resolution can be exercised through only one of the voting methods of on-site voting, authorisation of Independent Non-executive Directors to vote or online voting. In case of duplicate voting of the same voting right, the first vote shall prevail. In the event that the timing of the votes cannot be determined, the following rules shall apply:

- (1) In case of any inconsistency regarding the same resolution between votes cast by way of other methods and votes in the proxy form for the solicitation of voting rights by Independent Non-executive Directors, the latter shall prevail;
- (2) Subject to (1) above, where a shareholder attends the meeting and votes in person, votes cast by way of on-site voting shall prevail in case of any inconsistency regarding the same resolution between on-site voting and votes cast by way of proxy or online voting; and
- (3) In case of any inconsistency regarding the same resolution between votes cast by way of proxy and by way of online voting, the votes cast by way of proxy shall prevail.

(VI) Attendees

1. All ZTE (000063) shareholders registered with China Securities Depository & Clearing Corporation Limited, Shenzhen Office upon the close of trading of its A shares on the Shenzhen Stock Exchange on Tuesday, 28 May 2013 at 3:00 p.m. (hereinafter referred to as “Domestic Shareholders”);
2. All shareholders registered on the Company’s H share register maintained by Computershare Hong Kong Investor Services Limited on Tuesday, 28 May 2013 at 4:30 p.m. (hereinafter referred to as “H Shareholders”);
3. Directors, supervisors and senior management of the Company; and
4. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

(VII) Period of closure of H share register

The Company will close its H share register from Wednesday, 29 May 2013 to Thursday, 27 June 2013 (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 Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m., Tuesday, 28 May 2013.

II. MATTERS TO BE CONSIDER AT THE EGM

The following resolutions will be considered at the EGM:

Special Resolutions

1. Consideration and approval of the “Resolution on the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking”

- (1) that the repurchase and cancellation by the Company of a total of 2,536,742 restricted shares granted to Scheme Participants by the Company and remaining in lock-up at the cost paid by Scheme Participants for the subscription of Subject Shares according to “Phase I of the Share Incentive Scheme (Version Dated 5 February 2007)” be approved;
- (2) that the reduction of capital by the Company to reflect the repurchase and cancellation of restricted shares be approved;
- (3) that the authorisation of Mr. Hou Weigui, Chairman of the Company, or other persons delegated by Mr. Hou Weigui in writing to deal with practical matters pertaining to the repurchase and cancellation of restricted shares, including but not limited to the execution and handling of relevant documents and procedures.

The resolution was considered and passed at the Third Meeting of the Sixth Session of the Board of Directors held on 8 May 2013 and approval was granted for the tabling of such resolution at the general meeting of the Company. For details please refer to the “Announcement of the Repurchase and Cancellation of Restricted Shares Not Qualified for Unlocking” published on 8 May 2013.

2. Consideration and approval of the “Resolution on the Amendment of Relevant Clauses of the Articles of Association”

That the proposed amendments to the Articles of Association be approved and any Director or the Secretary to the Board of Directors of the Company be authorised to deal, on behalf of the Company, with the formalities relating to the filing,

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

amendment and registration (where necessary) pertaining to the amendment of the Articles of Association and other pertinent matters. Details of the amendments are as follows:

(1) Article 24

The original article which reads: Subsequent to its establishment, the Company issued 3,440,078,020 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.3% of the total number of ordinary shares issuable by the Company; and 2,810,492,575 Domestic Shares, accounting for 81.7% of the total number of ordinary shares issuable by the Company.

Is amended to read: Subsequent to its establishment, the Company issued 3,437,541,278 ordinary shares, comprising 629,585,445 H Shares, accounting for 18.31% of the total number of ordinary shares issuable by the Company; and 2,807,955,833 Domestic Shares, accounting for 81.69% of the total number of ordinary shares issuable by the Company.

(2) Article 27

The original article which reads: The registered capital of the Company shall be RMB3,440,078,020.

Is amended to read: The registered capital of the Company shall be RMB3,437,541,278.

III. REGISTRATION AT THE EGM

(I) Registration of attendance

Any shareholder intending to attend the EGM shall deliver the reply slip to the Company by hand, post or facsimile on or before Friday, 7 June 2013.

For domestic shareholders:

To the registered office of the Company:

ZTE Plaza, Keji Road South, Hi-Tech Industrial Park,
Nanshan District, Shenzhen, Guangdong Province,
the People's Republic of China
(Facsimile No.: +86 (755) 26770286)

For H shareholders:

To principal place of business of the Company in Hong Kong:

8th Floor Gloucester Tower, The Landmark,
15 Queen's Road Central, Central, Hong Kong
(Facsimile No.: +852 35898555)

(II) Documents required when registering and voting by way of proxy

1. Any shareholder entitled to attend and vote at the EGM may entrust one or more person(s) (whether or not a shareholder) as his proxy (ies) to attend and vote at the EGM on his behalf. The shareholder may attend and vote at the EGM in person notwithstanding that he has completed and submitted the proxy form, in which case, the proxy form is deemed withdrawn. For a shareholder who entrusts two or more proxies, the voting rights to be exercised by such proxies in aggregate shall not exceed the total number of the votes that the shareholder is entitled to exercise at the EGM, and any one share may only be voted upon once by one proxy.
2. A shareholder shall appoint a proxy in writing by using the proxy form, which shall be signed by the authorising shareholder or his duly authorised attorney. The proxy form shall be notarised if it is to be signed by any person other than by the authorising shareholder himself. To be valid, this proxy form together with any notarised copy of the power of attorney for signing the proxy form or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the EGM at the Company's registered office at ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China (518057) for Domestic Shareholders, or at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.
3. If a shareholder appoints his proxy(ies) to attend and vote at the EGM on behalf of him, such proxy(ies) shall produce for registration his own identity card, the duly signed proxy form, the stock account card of shareholder and evidence of shareholding.

IV. PROXY FORM FOR THE SOLICITATION OF VOTING RIGHTS BY INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to the Administrative Measures on Share Incentives of Listed Companies (Trial) and the Administrative Measures on the Repurchase of Public Shares by Listed Companies (Trial) issued by China Securities Regulatory Commission and the authorisation of other Independent Non-executive Directors, Mr. Wei Wei, Independent Non-executive Director of the Company, has sent out a solicitation proxy form ("Proxy Form for the Solicitation of Voting Rights by Independent Non-executive Directors") to solicit voting rights from the shareholders.

Should you wish to appoint Mr. Wei Wei as your proxy to vote for you and on your behalf at the EGM on the resolutions relating to the repurchase and cancellation of restricted shares not qualified for unlocking as stated in the Notice of EGM (Resolution 1 and 2 under Section II), please complete the proxy form for the solicitation of voting rights by Independent Non-executive Directors as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013

V. MISCELLANEOUS

- (I) The EGM is expected to last less than one day; all accommodation, travel and expenses relating to attendance of the EGM shall be borne by the attendees.
- (II) EGM contact person: Jiang Chun
- (III) Contact telephone number: +86 (755) 26770282
- (IV) Contact fax number: +86 (755) 26770286

VI. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the Third Meeting of the Sixth Session of the Board of Directors of ZTE Corporation;

Resolutions of the Third Meeting of the Sixth Session of the Supervisory Committee of ZTE Corporation.

By Order of the Board
Hou Weigui
Chairman

Shenzhen, the PRC
14 May 2013

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