

*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)**

## **Announcement on Resolutions of the 2017 Annual General Meeting**

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

**SPECIAL NOTICE: The resolution No.6 “Proposals of Profit Distribution of the Company for 2017” was vetoed at the 2017 Annual General Meeting.**

The 2017 Annual General Meeting (the “AGM”) of ZTE Corporation (the “Company”) was held by way of a combination of on-site voting and online voting on 29 June 2018. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

Additional resolutions proposed: On 13 June 2018, the Board of Directors of the Company received three ex-tempore motions (being the “Resolution on the Amendment of Relevant Clauses in the Articles of Association and the Rules of Procedure of the Board of Directors Meetings”, the “Resolution on the Election of Non-independent Directors” and the “Resolution on the Election of Independent Non-executive Directors”) from its shareholder, Zhongxingxin Telecommunications Company Limited (“Zhongxingxin”), who requested the Board of Directors of the Company to table such motions for consideration at the AGM. The supplementary notice of AGM has been dispatched to the shareholders of the Company on 14 June 2018.

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

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Friday, 29 June 2018.
2. Online voting by A shareholders was conducted from 28 June 2018 to 29 June 2018 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:30 a.m. to 11:30 a.m. and from 13:00 p.m. to 15:00 p.m. on 29 June 2018; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 15:00 on 28 June 2018 to 15:00 on 29 June 2018.

#### (II) Venue

The on-site meeting was held at the Conference Room on the 4th floor of A Wing of the Company's headquarters in Shenzhen.

#### (III) Voting method

1. A shareholders may vote through:

- on-site voting, including attendance and voting in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form; or
- online voting on the internet voting platform provided for A shareholders by the Company via the trading system of the Shenzhen Stock Exchange and the internet voting system. A shareholders should vote online via the aforesaid systems within the timeframes set out in (I) of this section.

2. H shareholders may vote through:

- on-site voting, including attendance in person or authorisation of proxies to attend and vote by completing and returning the relevant proxy form.

#### (IV) Convener

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

#### (V) Chairman of the AGM

Mr. Yin Yimin, the Chairman of the Board of Directors of the Company, presided over the AGM.

(VI) The convening of the AGM complied with the relevant provisions of relevant laws, administrative regulations and departmental rules including the Company Law of the People's Republic of China (the "Company law"), the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange (the "Shenzhen Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the articles of association of ZTE Corporation (the "Articles of Association"), and was legal and valid.

### **III. INFORMATION REGARDING ATTENDANCE AT THE AGM**

On the record date of the AGM (i.e., 10 April 2018), the total number of shares issued by the Company is 4,192,671,843 shares, comprising 3,437,169,309 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

116 shareholders (or proxies) held 1,542,238,552 shares or 36.78% of the total number of shares carrying voting rights at the AGM of the Company. Of which, 108 shareholders (or proxies) each interested in less than 5% of the Company's shares (not including Directors, Supervisors and senior management of the Company, hereinafter the same) held 270,137,537 shares or 6.44% of the total number of shares carrying voting rights at the AGM of the Company. There were no shares in the Company which entitled its holders to attend the AGM but for which they were required to abstain from voting in favour of the resolutions under Rule 13.40 of the Hong Kong Listing Rules. There were no shareholders who were required to abstain from voting in respect of the resolutions tabled at the AGM in accordance with the Shenzhen Listing Rules and the Hong Kong Listing Rules.

Comprising:

(1) Attendance of holders of A shares

115 A shareholders (or proxies) holding 1,361,364,926 shares or 39.61% of the total number of A shares carrying voting rights of the Company participated in the on-site meeting and online voting of the AGM.

Of which: 30 A shareholders (or proxies) holding 1,299,233,426 shares or 37.80% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 85 A shareholders holding 62,131,500 shares or 1.81% of the total number of A shares carrying voting rights of the Company participated in the online voting.

(2) Attendance of holders of H shares

1 H shareholder (or proxy) holding 180,873,626 shares or 23.94% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

In addition, certain Directors, Supervisors and senior management of the Company, the PRC lawyers and the auditors of the Company attended the AGM. Certain Directors, Supervisors and senior management of the Company did not attend the AGM due to work reasons.

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

The resolution No.6 "Proposals of Profit Distribution of the Company for 2017" was vetoed at the Meeting. The following resolutions except resolution No.6 were considered and approved by voting by open ballot at the AGM (of which all the ordinary resolutions were approved by votes representing more than one-half of the total number of shares held by shareholders with voting rights attending the AGM; and all the special resolutions were approved by votes representing more than two-thirds of the total number of shares held by shareholders with voting rights attending the AGM. For details of the voting results, please refer to Annex I "ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2017 Annual General Meeting"):

## **Ordinary Resolutions**

**1. Consideration and approval of the “2017 Annual Report of the Company (including 2017 financial report of the Company audited by the PRC and Hong Kong auditors)”;**

Approve that the Group’s provision for asset impairment for 2017 amounted to RMB2,534 million. For details, please refer to the note V. 47 in the 2017 financial report prepared under PRC ASBEs.

**2. Consideration and approval of the “2017 Report of the Board of Directors of the Company”;**

**3. Consideration and approval of the “2017 Report of the Supervisory Committee of the Company”;**

**4. Consideration and approval of the “2017 Report of the President of the Company”;**

**5. Consideration and approval of the “Final Financial Accounts of the Company for 2017”;**

**6. Proposals of Profit Distribution of the Company for 2017 was vetoed;**

Since the resolution was vetoed, the H share register will not be closed from Friday, 6 July 2018 to Wednesday, 11 July 2018 (both dates inclusive) for the purpose of determining the qualifications of the shareholders to receive dividends.

**7. Consideration and approval on an individual basis of the “Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2018”, with details as follows:**

7.1 Approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company’s financial report for 2018 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2018 based on specific audit work to be conducted;

7.2 Approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company’s financial report for 2018 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2018 based on the specific audit work to be conducted;

7.3 Approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2018 and authorise the Board of Directors to fix the internal

control audit fees of Ernst & Young Hua Ming LLP for 2018 based on specific audit work to be conducted.

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

**8.1 Consideration and approval of the “Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB30.0 billion”, with details as follows:**

That the application by the Company to Bank of China Limited for a RMB30.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.

That the Board of Directors be authorized to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid RMB30.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorized to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2017 Annual General Meeting until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2019. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or the signatory authorized by the legal representative is hereby authorized to sign the relevant legal contracts and documents.

**8.2 Consideration and approval of the “Resolution of the Company proposing the application to China Development Bank, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion”, with details as follows:**

That the application by the Company to China Development Bank, Shenzhen Branch for a USD6.0 billion composite credit facility be approved. The amount of composite credit facility set out above represents the amount proposed by the Company to the bank and is subject to final amount approved by the bank.

That the Board of Directors be authorized to adjust the details and actual duration of the credit facility pursuant to the Company’s requirements or negotiations with the bank, subject to the cap of the aforesaid USD6.0 billion composite credit facility within the effective term of the resolution, and the Board of Directors and other parties delegated by the Board of Directors be authorized to negotiate with the bank and sign all facilities agreements, financing agreements and other related legal contracts and documents relating to the above composite credit facility and to deal with other matters relating to such agreements.

The resolution shall be valid from the date of approval at the 2017 Annual General Meeting

until the earlier of: (1) the approval of the next new credit facility, or (2) 30 June 2019. Any single application for financing operations under such credit facility within this period shall be valid. Unless otherwise required, no subsequent resolution of the Board of Directors and general meeting are required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or the signatory authorized by the legal representative is hereby authorized to sign the relevant legal contracts and documents.

**9. Consideration and approval of the “Resolution on the Application for Limits of Derivative Investment of the Company for 2018”, with details as follows:**

Approve the authorisation for the Company to invest in value protection derivative products for an amount not exceeding the equivalent of USD3.6 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD3.6 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorisation shall be effective from the date on which it is approved by way of resolution at the general meeting to the date on which the next annual general meeting of the Company closes or to the date on which this authorisation is modified or revoked at a general meeting, whichever is earlier. The details of the limit are as follows:

- (1) The investment limit for foreign exchange derivatives shall be USD3.0 billion, such foreign exchange derivative being used for value protection against operating asset or liability exposures, designated net investments and cross currency exposures.
- (2) The limit for interest rate swap shall be USD0.6 billion, such interest rate swap being used for value protection against foreign currency loans at floating interest rates.

**10. Consideration and approval of the “Resolution on the Provision of Performance Guarantee for Overseas Wholly-owned Subsidiaries”, with details as follows:**

That the provision of performance guarantee for 9 Overseas Wholly-owned Subsidiaries by the Company be approved, the details of which are as follows:

- (1) That the provision of performance guarantee (including but not limited to the execution of guarantee agreements by the parent company and the provision of bank guarantee letters) with a total amount of not more than USD200 million for 9 Overseas Wholly-owned Subsidiaries by the Company on a revolving basis for an effective term commencing on the date on which the said matter is considered and approved at the 2017 Annual General Meeting of the Company and ending on the date on which the 2018 Annual General Meeting of the Company is convened be approved.
- (2) That the authorisation of the Board of Directors to approve specific guarantees within the aforesaid limit be approved.

**11. Consideration and approval of the “Resolution on the Provision of Guarantee in respect of Debt Financing of ZTE (H.K.) Limited”, with details as follows:**

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

(1) That the provision of guarantee by way of joint liability assurance for an amount of not more than USD600 million in respect of the medium/long-term debt financing (including but not limited to syndicate loans, bank facility, and issuance of corporate bonds) of ZTE HK by the Company for a term of not more than 66 months (from the date on which the individual debt financing agreement concerned comes into effect) be approved.

(2) That the legal representative of the Company or his authorised representative be delegated to determine the actual amount and period of guarantee in accordance with the results of negotiations between ZTE HK and the party to the debt financing subject to the aforesaid limit and term of guarantee, and to negotiate with the parties to the debt financing and sign all guarantee agreements and other pertinent legal contracts and documents relating to the aforesaid guarantee, and to deal with other matters pertaining to such guarantee.

**12. Consideration and approval of the “Resolution on the Adjustment of the Independent Non-executive Directors’ Allowance”, with details as follows:**

Approve that the adjustment of the rate of Independent Non-executive Directors’ Allowance from RMB130,000 (before tax) payable annually by the Company to RMB250,000 (before tax) payable annually by the Company (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.

**Special Resolutions**

**13. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2018”, with details as follows:**

(1) Subject to the conditions set out below, the Board of Directors be hereby granted an unconditional and general mandate during the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H Shares”) of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above:

I. such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the Board of Directors during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

II. the aggregate nominal amount of the share capital of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors, otherwise than pursuant to a Rights Issue (as defined below) approved by the Board of Directors, shall not exceed 20% of the aggregate nominal amount of each of the share capital of the domestic shares and H shares of the Company in issue at the date on which this resolution is passed at the general meeting; and

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

(2) For the purpose of this resolution:

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

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

II. the revocation or variation of the authority given to the Board of Directors under this resolution by the passing of a special resolution of the Company at a general meeting; and

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

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

(4) The Board of Directors be hereby authorised to amend the Articles of Association as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph (1) of this resolution.

**14. Consideration and approval of the “Resolution on the Amendment of Relevant Clauses in the Articles of Association and the Rules of Procedure of the Board of Directors Meetings”, with details as follows:**



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

Existing articles	To be amended as
<p><b>Article 143.</b> .....</p> <p>The Chairman and Vice Chairmen shall be elected and removed by a simple majority vote of all members of the Board of Directors. The Chairman must be elected from directors or members of the senior officers of the Company who have served for three years or more. The term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>.....</p>	<p><b>Article 143.</b> .....</p> <p>The Chairman and Vice Chairmen shall be elected and removed by a simple majority vote of all members of the Board of Directors. <del>The Chairman must be elected from directors or members of the senior officers of the Company who have served for three years or more.</del></p> <p>The term of office of the Chairman and Vice Chairmen shall not be more than three years, which is renewable upon re-election.</p> <p>.....</p>
<p><b>Article 151.</b> .....</p> <p>Independent non-executive directors shall comprise one-third or more of the Board of Directors of the Company, of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company's interests, in particular, ensuring that the legal interests of public shareholders are not impaired.</p>	<p><b>Article 151.</b> .....</p> <p><b>Independent non-executive directors shall account for at least one-third of the Board of Directors</b>, of whom there shall be at least one accounting professional. An independent non-executive director shall faithfully fulfill his duties and protect the Company's interests, in particular, ensuring that the legal interests of public shareholders are not impaired.</p>
<p><b>Article 159.</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of fourteen directors, including one Chairman, two Vice Chairmen and five independent non-executive directors. Executive directors shall account for at least one-fifth of the total number of directors on the board.</p>	<p><b>Article 159.</b> The Company shall establish a Board of Directors. The Board of Directors shall consist of fourteen directors, including one Chairman, two Vice Chairmen. Independent non-executive directors <b>shall account for at least one-third of the Board of Directors.</b> Executive directors shall account for at least one-fifth of the total number of directors on the board.</p>

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

Existing articles	To be amended as
<p><b>Article 25</b> Qualifications for appointment as Chairman of the Company:</p>	<p><b>Article 25</b> Qualifications for appointment as Chairman of the Company:</p>

Existing articles	To be amended as
<p>.....</p> <p>(VI) Having served in the capacity of the Company's Director or senior management for 3 years or above; and</p> <p>(VII) Being in compliance with other requirements stipulated under the laws, regulations and Articles of Association.</p> <p>.....</p>	<p>.....</p> <p><del>(VI) Having served in the capacity of the Company's Director or senior management for 3 years or above;</del> and</p> <p>(VI) Being in compliance with other requirements stipulated under the laws, regulations and Articles of Association.</p> <p>.....</p>

(3) That any Director or the Secretary to the Board of the Company be authorized to process on behalf of the Company the filing, modification and registration (if necessary) procedures and other matters relating to the amendment of the Articles of Association and the Rules of Procedure of the Board of Directors Meetings.

The amended Articles of Association of ZTE Corporation (June 2018) and the Rules of Procedure of the Board of Directors Meetings of ZTE Corporation (June 2018) has been published on the same date as this announcement.

### Ordinary Resolutions

#### **15. Consideration and approval of the “Resolution on the Election of Non-independent Directors”, with details as follows:**

(1) That Mr. Li Zixue be elected by way of accumulative voting as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(2) That Mr. Li Buqing be elected by way of accumulative voting as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(3) That Mr. Gu Junying be elected by way of accumulative voting as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(4) That Mr. Zhu Weimin be elected by way of accumulative voting as an Non-independent

Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(5) That Ms. Fang Rong be elected by way of accumulative voting as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

**16. Consideration and approval of the “Resolution on the Election of Independent Non-executive Directors”, the details of which are as follows:**

(1) That Ms. Cai Manli be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(2) That Mr. Yuming Bao be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

(3) That Mr. Gordon Ng be elected by way of accumulative voting as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019).

Please refer to Annex II for brief biographies of the directors listed above. The statement of nominator for Independent Non-executive Directors and statement of candidates of Independent Non-executive Directors listed above have been published on 13 June 2018. Non-independent Directors and Independent Non-executive Directors who do not otherwise hold any positions at the Company shall receive Directors’ subsidies from the Company. Non-independent Directors who do not otherwise hold any positions at the Company shall each receive an annual fee of RMB100,000 (before tax) from the Company in accordance with the rates for Non-independent Directors’ subsidies approved at the Second Extraordinary General Meeting of 2007. Independent Non-executive Directors shall each receive an annual fee of RMB250,000 (before tax) from the Company in accordance with the rates for Independent Non-executive Directors’ subsidies approved at the AGM. Directors’

personal income tax payable on Directors' subsidies shall be withheld and paid by the Company on behalf of the Directors concerned. Non-independent Directors who hold positions at the Company, whose remunerations are paid in accordance with the remuneration and performance appraisal administration methods of the Company, do not receive Non-independent Directors' subsidies.

The Company appointed the witnessing lawyer(s), two shareholder representatives and two supervisor representatives to act as scrutineers for vote-taking at the AGM.

## **V. LEGAL OPINION BY LAWYERS**

1. Name of Law Firm: Beijing Jun He Law Offices (Shenzhen Office)
2. Name of Lawyers: Liu Yongzhao, Wei Wei and Huang Wei
3. Conclusive opinion:

Beijing Jun He Law Offices (Shenzhen Office) is of the view that matters relating to the convening and holding procedures, qualifications of the attendees on-site and the convener and the voting procedures of the 2017 Annual General Meeting are in compliance with relevant provisions of laws and regulations of the People's Republic of China, and of the Articles of Association, and the "Resolutions of the 2017 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

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

1. Document of the 2017 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2017 Annual General Meeting of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2017 Annual General Meeting of ZTE Corporation.

By Order of the Board  
**Li Zixue**  
*Chairman*

Shenzhen, the PRC  
29 June 2018

*As at the date of this announcement, the Board of Directors of the Company comprises two executive directors, Li Zixue, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.*

## Annex I:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the 2017 Annual General Meeting**

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
<b>Ordinary Resolution (12 resolutions)</b>								
1.00	<b>2017 Annual Report of the Company (including 2017 financial report of the Company audited by the PRC and Hong Kong auditors)</b>	Total	1,538,149,590	99.7465%	1,582,885	0.1026%	2,326,076	0.1508%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	266,048,575	98.5520%	1,582,885	0.5863%	2,326,076	0.8616%
		Domestic shares (A shares)	1,359,774,541	99.8832%	1,582,885	0.1163%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	178,375,049	98.7168%	0	0.0000%	2,318,576	1.2832%
2.00	<b>2017 Report of the Board of Directors of the Company</b>	Total	1,538,086,490	99.7424%	1,593,885	0.1034%	2,378,176	0.1542%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	265,985,475	98.5286%	1,593,885	0.5904%	2,378,176	0.8809%
		Domestic shares (A shares)	1,359,711,441	99.8785%	1,593,885	0.1171%	59,600	0.0044%
		Overseas-listed foreign shares (H shares)	178,375,049	98.7168%	0	0.0000%	2,318,576	1.2832%
3.00	<b>2017 Report of the Supervisory Committee of the Company</b>	Total	1,538,138,290	99.7458%	1,594,185	0.1034%	2,326,076	0.1508%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	266,037,275	98.5478%	1,594,185	0.5905%	2,326,076	0.8616%
		Domestic shares (A shares)	1,359,763,241	99.8823%	1,594,185	0.1171%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	178,375,049	98.7168%	0	0.0000%	2,318,576	1.2832%
4.00	<b>2017 Report of the</b>	Total	1,538,138,490	99.7458%	1,593,985	0.1034%	2,326,076	0.1508%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	<b>President of the Company</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	266,037,475	98.5479%	1,593,985	0.5905%	2,326,076	0.8616%
		Domestic shares (A shares)	1,359,763,441	99.8824%	1,593,985	0.1171%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	178,375,049	98.7168%	0	0.0000%	2,318,576	1.2832%
		Total	1,538,138,590	99.7458%	1,593,885	0.1034%	2,326,076	0.1508%
<b>5.00</b>	<b>Final Financial Accounts of the Company for 2017</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	266,037,575	98.5479%	1,593,885	0.5904%	2,326,076	0.8616%
		Domestic shares (A shares)	1,359,763,541	99.8824%	1,593,885	0.1171%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	178,375,049	98.7168%	0	0.0000%	2,318,576	1.2832%
		Total	267,472,432	17.3661%	1,272,226,843	82.6014%	501,277	0.0325%
<b>6.00</b>	<b>Proposals of Profit Distribution of the Company for 2017</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	267,472,432	99.7661%	565,505	0.2109%	61,600	0.0230%
		Domestic shares (A shares)	88,816,807	6.5241%	1,272,046,842	93.4391%	501,277	0.0368%
		Overseas-listed foreign shares (H shares)	178,655,625	99.8993%	180,001	0.1007%	0	0.0000%
		Total	1,540,404,766	99.8811%	1,768,386	0.1147%	65,400	0.0042%
<b>7.00</b>	<b>Resolutions on the Appointment of the PRC Auditor and the Hong Kong Auditor of the Company for 2018 (to be voted upon item by item)</b>							
7.01	Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2018 and authorize the Board of Directors to fix the financial report audit fees of Ernst & Young Hua	Total	1,540,404,766	99.8811%	1,768,386	0.1147%	65,400	0.0042%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	268,303,751	99.3212%	1,768,386	0.6546%	65,400	0.0242%
		Domestic shares (A shares)	1,359,711,141	99.8785%	1,588,385	0.1167%	65,400	0.0048%
		Overseas-listed foreign shares (H shares)	180,693,625	99.9005%	180,001	0.0995%	0	0.0000%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	Ming LLP for 2018 based on specific audit work to be conducted							
7.02	Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2018 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2018 based on the specific audit work to be conducted	Total	1,540,406,066	99.8812%	1,768,986	0.1147%	63,500	0.0041%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	268,305,051	99.3216%	1,768,986	0.6548%	63,500	0.0235%
		Domestic shares (A shares)	1,359,712,441	99.8786%	1,588,985	0.1167%	63,500	0.0047%
		Overseas-listed foreign shares (H shares)	180,693,625	99.9005%	180,001	0.0995%	0	0.0000%
7.03	Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2018 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2018 based on specific audit work to be conducted	Total	1,540,312,426	99.8812%	1,768,986	0.1147%	63,500	0.0041%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	268,211,411	99.3214%	1,768,986	0.6551%	63,500	0.0235%
		Domestic shares (A shares)	1,359,712,441	99.8786%	1,588,985	0.1167%	63,500	0.0047%
		Overseas-listed foreign shares (H shares)	180,599,985	99.9004%	180,001	0.0996%	0	0.0000%
<b>8.00</b>	<b>Resolutions of the Company on the Proposed Application for Composite Credit Facilities (to be voted upon item by item)</b>							
8.01	Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB30.0	Total	1,533,654,085	99.4666%	8,210,686	0.5325%	13,300	0.0009%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	261,553,070	96.9516%	8,210,686	3.0435%	13,300	0.0049%
		Domestic shares (A shares)	1,361,268,577	99.9929%	83,049	0.0061%	13,300	0.0010%

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	billion	Overseas-listed foreign shares (H shares)	172,385,508	95.4975%	8,127,637	4.5025%	0	0.0000%
		Total	1,533,656,685	99.4668%	8,209,986	0.5325%	11,400	0.0007%
8.02	Resolution of the Company proposing the application to China Development Bank, Shenzhen Branch for a composite credit facility amounting to USD6.0 billion	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	261,555,670	96.9525%	8,209,986	3.0432%	11,400	0.0042%
		Domestic shares (A shares)	1,361,271,177	99.9931%	82,349	0.0060%	11,400	0.0008%
		Overseas-listed foreign shares (H shares)	172,385,508	95.4975%	8,127,637	4.5025%	0	0.0000%
		Total	1,540,459,067	99.8846%	1,593,885	0.1033%	185,600	0.0120%
9.00	Resolution on the Application for Limits of Derivative Investment of the Company for 2018	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	268,358,052	99.3413%	1,593,885	0.5900%	185,600	0.0687%
		Domestic shares (A shares)	1,359,585,441	99.8693%	1,593,885	0.1171%	185,600	0.0136%
		Overseas-listed foreign shares (H shares)	180,873,626	100.0000%	0	0.0000%	0	0.0000%
		Total	1,534,044,654	99.4750%	8,036,498	0.5211%	59,600	0.0039%
10.00	Resolution on the Provision of Performance Guarantee for Overseas Wholly-owned Subsidiaries	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	261,943,639	97.0019%	8,036,498	2.9760%	59,600	0.0221%
		Domestic shares (A shares)	1,361,216,777	99.9891%	88,549	0.0065%	59,600	0.0044%
		Overseas-listed foreign shares (H shares)	172,827,877	95.6034%	7,947,949	4.3966%	0	0.0000%
		Total	1,534,092,854	99.4781%	8,040,398	0.5214%	7,500	0.0005%
11.00	Resolution on the Provision of Guarantee in respect of Debt Financing of ZTE (H.K.) Limited	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	261,991,839	97.0197%	8,040,398	2.9775%	7,500	0.0028%
		Domestic shares (A shares)	1,361,264,977	99.9927%	92,449	0.0068%	7,500	0.0006%
		Overseas-listed foreign	172,827,877	95.6034%	7,947,949	4.3966%	0	0.0000%



No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
		shares (H shares)						
12.00	Resolution on the Adjustment of the Independent Non-executive Directors' Allowance	Total	1,540,460,566	99.8847%	1,770,486	0.1148%	7,500	0.0005%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	268,359,551	99.3418%	1,770,486	0.6554%	7,500	0.0028%
		Domestic shares (A shares)	1,359,766,941	99.8826%	1,590,485	0.1168%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	180,693,625	99.9005%	180,001	0.0995%	0	0.0000%
<b>Special Resolutions (2 resolutions)</b>								
13.00	Resolution of the Company on the Application for General Mandate for 2018	Total	1,384,596,676	89.7895%	157,442,936	10.2100%	7,500	0.0005%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	112,495,661	41.6734%	157,442,936	58.3238%	7,500	0.0028%
		Domestic shares (A shares)	1,348,578,460	99.0608%	12,778,966	0.9387%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	36,018,216	19.9346%	144,663,970	80.0654%	0	0.0000%
14.00	Resolution on the Amendment of Relevant Clauses in the Articles of Association and the Rules of Procedure of the Board of Directors Meetings	Total	1,542,056,883	99.9937%	89,649	0.0058%	7,500	0.0005%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	269,955,868	99.9640%	89,649	0.0332%	7,500	0.0028%
		Domestic shares (A shares)	1,361,267,777	99.9929%	89,649	0.0066%	7,500	0.0006%
		Overseas-listed foreign shares (H shares)	180,789,106	100.0000%	0	0.0000%	0	0.0000%
<b>Ordinary Resolution (2 resolutions) (by way of accumulative voting)</b>								
15.00	<b>Resolution on the Election of Non-independent Directors</b>							
15.01	That Mr. Li Zixue be elected as an Non-independent Director of the Seventh Session of	Total	1,505,952,414	97.6472%				
		Of which: shareholders each interested in less than 5% of the Company's	233,851,399	86.5675%				

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	shares attending the AGM						
		Domestic shares (A shares)	1,357,212,922	99.6950%				
		Overseas-listed foreign shares (H shares)	148,739,492	82.2339%				
15.02	That Mr. Li Buqing be elected as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	Total	1,505,861,915	97.6413%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	233,760,900	86.5340%				
		Domestic shares (A shares)	1,357,122,423	99.6884%				
		Overseas-listed foreign shares (H shares)	148,739,492	82.2339%				
15.03	That Mr. Gu Junying be elected as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term	Total	1,505,862,423	97.6413%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	233,761,408	86.5342%				
		Domestic shares (A shares)	1,357,122,931	99.6884%				

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	Overseas-listed foreign shares (H shares)	148,739,492	82.2339%				
15.04	That Mr. Zhu Weimin be elected as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	Total	1,506,106,415	97.6572%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	234,005,400	86.6245%				
		Domestic shares (A shares)	1,357,366,923	99.7063%				
		Overseas-listed foreign shares (H shares)	148,739,492	82.2339%				
15.05	That Ms. Fang Rong be elected as an Non-independent Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is	Total	1,505,863,224	97.6414%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	233,762,209	86.5345%				
		Domestic shares (A shares)	1,357,123,732	99.6885%				
		Overseas-listed foreign shares (H shares)	148,739,492	82.2339%				

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)							
<b>16.00</b>	<b>Resolution on the Election of Independent Non-executive Directors</b>							
16.01	That Ms. Cai Manli be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	Total	1,536,980,729	99.6591%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	264,879,714	98.0536%				
		Domestic shares (A shares)	1,357,191,623	99.6934%				
		Overseas-listed foreign shares (H shares)	179,789,106	99.4004%				
16.02	That Mr. Yuming Bao be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved	Total	1,536,977,129	99.6588%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	264,876,114	98.0523%				
		Domestic shares (A shares)	1,357,188,023	99.6932%				
		Overseas-listed foreign shares (H shares)	179,789,106	99.4004%				

No.	Matters considered	Class of shares	For		Against		Abstain	
			Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM	Number of shares	As a percentage of shares held by shareholders with voting rights attending the AGM
	at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)							
16.03	That Mr. Gordon Ng be elected as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company for a term commencing on the date on which the resolution is considered and approved at the AGM and ending upon the conclusion of the term of office of the Seventh Session of the Board of Directors of the Company (namely 29 March 2019)	Total	1,522,952,760	98.7495%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	250,851,745	92.8608%				
		Domestic shares (A shares)	1,343,163,654	98.6630%				
		Overseas-listed foreign shares (H shares)	179,789,106	99.4004%				

## **Annex II: BRIEF BIOGRAPHIES OF THE DIRECTORS**

### **I. BRIEF BIOGRAPHIES OF THE NON-INDEPENDENT DIRECTORS**

**Mr. Li Zixue (李自學)**, 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 has been acting as general secretary of party committee and deputy head of Xi'an Microelectronics Technology Research Institute since 2015. Mr. Li has rich experience in practice and management in the electronics industry. Mr. Li does not hold any shares of the Company. Mr. Li acts as general secretary of party committee and deputy head of Xi'an Microelectronics Technology Research Institute, which is a shareholder of Zhongxingxin, the controlling shareholder of the Company, and he is not connected with the directors, supervisors and senior management of the Company. Mr. Li has not been subject to any penalties by China Securities Regulatory Commission ("CSRC") or other authorities or disciplinary sanctions by any stock exchanges. Mr. Li has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Li is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Li Buqing (李步青)**, 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.

He also acted as chairman of Aerospace Science & Industry Europe Co., Ltd. from 2017 to 2018. Since 2015, Mr. Li has successively acted as deputy chief economist and director of CASIC Shenzhen (Group) Company Limited, while concurrently serving as chairman of Nanjing Aerospace Yinshan Electronic Co., Ltd. Since 2016, Mr. Li has successively acted as deputy chief economist and chief accountant of Shenzhen Aerospace Industrial Technology Research Institute Limited. At present, he is concurrently serving as chairman of Shenzhen Aerospace Liye Industry Development Co., Ltd., director of Shenzhen Aerospace Guangyu Industrial Company Limited, Shenzhen Aerospace Property Management Co., Ltd. and HT-Hysa Security Technology Engineering Co., Ltd.. Mr. Li has rich experience in management and operations. Mr. Li does not hold any shares of the Company. Mr. Li acts as a director of Shenzhen Aerospace Guangyu Industrial Company Limited, which is a shareholder of Zhongxingxin, the controlling shareholder of the Company, and he is not connected with the directors, supervisors and senior management of the Company. Mr. Li has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Li has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Li is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Gu Junying (顧軍營)**, 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 processor, 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. Mr. Gu has been serving as assistant to the dean of China Aerospace Electronics Technology Research Institute and concurrently acting as director of China Times Prospect Technology Co., Ltd. since 2009. From 2009 to 2017, Mr. Gu successively 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. Mr. Gu has been acting as vice president of China Aerospace Times Electronics Co., Ltd. (a company listed on the Shanghai Stock Exchange), and chairman of Aerospace IoT Technology Co., Ltd.

since 2017. Mr. Gu has rich experience in management and operations. Mr. Gu does not hold any shares of the Company. Mr. Gu acts as assistant to the dean of China Aerospace Electronics Technology Research Institute, which is an indirect shareholder of Zhongxingxin, the controlling shareholder of the Company, and he is not connected with the directors, supervisors and senior management of the Company. Mr. Gu has not been subject to any penalties by the CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Gu has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Gu is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Zhu Weimin (諸為民)**, 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, the controlling shareholder of the Company 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 and 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 Shenzhen Zhongxing WXT Equipment Company Limited, Shenzhen Xinyu Tengyue Electronics Co., Ltd. and Shenzhen FDC Electronics Co., Ltd. Mr. Zhu does not hold any shares of the Company. He is a director of Shenzhen Zhongxing WXT Equipment Company Limited, which is a shareholder of Zhongxingxin, the controlling shareholder of the Company. He is not connected with the directors, supervisors and senior management of the Company. Mr. Zhu has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Zhu has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Zhu is not a discredited person subject to enforcement or a discredited party subject to liabilities. His qualifications for appointment are in compliance with the conditions



for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Ms. Fang Rong (方榕)**, 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 in charge of the General Product Division and Sales and Marketing Division IV of the Company. She has been director and deputy vice president of Zhongxing Development Company Limited since 2009. Ms. Fang has many years of operational and management experience in the telecommunication industry. Ms. Fang does not hold any shares of the Company. She is director and deputy vice president of Zhongxing Development Company Limited, an investee company of Zhongxingxin, the controlling shareholder of the Company. She is not connected with the directors, supervisors and senior management of the Company. Ms. Fang has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Ms. Fang has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Ms. Fang is not a discredited person subject to enforcement or a discredited party subject to liabilities. Her qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

## **II. BRIEF BIOGRAPHIES OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Ms. Cai Manli (蔡曼莉)**, 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 of the PRC 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. Since 2015, she has been general manager of HEYI Rising *Assets* Management Co., Ltd. and senior advisor at King & Wood Mallesons. Since 2016, she has been external supervisor of Sichuan Xinwang Bank Co., Ltd. Ms. Cai has rich experience in consultation and equity investments relating to capital markets. Ms. Cai does not hold any shares of the Company. She is not connected with

the controlling shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Ms. Cai has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Ms. Cai has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Ms. Cai is not a discredited person subject to enforcement or a discredited party subject to liabilities. Her qualifications for appointment are in compliance with the conditions for appointment stipulated under the relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other provisions of the stock exchange, and the Articles of Association.

**Mr. Yuming Bao (鮑毓明)**, born in 1972, graduated from Tianjin University with a bachelor's degree in engineering in 1994, obtained a master's degree in management science and engineering in 1999 from Tianjin University. In 2001, he obtained a master's degree in computer science from the University of Bridgeport, United States. He is a qualified PRC lawyer and a licensed Supreme Court attorney of the United States. Mr. Bao has been engaged in the legal practice since 1996, working as a partner with law firms in the Beijing / Tianjin region and posting in New York and California in the United States for close to 10 years. He has served as senior legal advisor to multinational enterprises including Cisco and News Corporation of the United States and South China Holdings of Hong Kong. Mr. Bao is currently vice president and chief legal officer of Yantai Jereh Oilfield Services Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange) and its subsidiaries (the "Jereh Group"). Mr. Bao is an overseas senior talent recognized by the Ministry of Education, a foreign expert accredited by the State Administration of Foreign Experts Affairs and one of the top 10 chief legal officers in the country. Mr. Bao also has extensive experience in teaching and research as a lecturer of Long Island Business Institute in New York, a researcher in Southwest University of Political Science & Law and a professor of China Behavioral Jurisprudence Institute. He has extensive experience in law and compliance in the PRC and the United States, as well as a strong background in management and technology. Mr. Bao does not hold any shares of the Company. He is not connected with the controlling shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Mr. Bao has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Bao has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Bao is not a discredited person subject to enforcement or a discredited party subject to liabilities. He is not subject to any conditions under which the undertaking of directorship at the Company is prohibited under the Company Law and other pertinent laws and regulations and the provisions of the Articles of Association.

**Mr. Gordon Ng (吳君棟)**, 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 Asian 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 Energin 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 brings with him extensive experience in corporate listing and merger and acquisition. Mr. Ng does not hold any shares of the Company. He is not connected with the controlling shareholder of the Company, nor with the directors, supervisors and senior management of the Company. Mr. Ng has not been subject to any penalties by CSRC or other authorities or disciplinary sanctions by any stock exchanges. Mr. Ng has not been under any official investigation by the judicial authorities for suspected involvement of crimes or under any pending official investigation by CSRC for violation of laws or regulations. Mr. Ng is not a discredited person subject to enforcement or a discredited party subject to liabilities. He is not subject to any conditions under which the undertaking of directorship at the Company is prohibited under the Company Law and other pertinent laws and regulations and the provisions of the Articles of Association.