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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 2019 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.

The 2019 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 19 June 2020. Details in respect of the resolutions and voting results of the AGM are as follows:

I. IMPORTANT NOTICE

1. Additional resolutions proposed: On 1 June 2020, the Board of Directors of the Company received one ex tempore motion (being the “Resolution on the Election of Independent Non-executive Director”) from its shareholder, Zhongxingxin Telecom Company Limited, who requested the Board of Directors of the Company to table such motion for consideration at the AGM. The supplementary notice of AGM has been dispatched to the shareholders of the Company on 2 June 2020.
2. There were no veto or altered resolutions during the AGM.

II. INFORMATION REGARDING THE CONVENING OF THE AGM

(I) Date and time

1. On-site meeting commenced at 9:00 a.m. on Friday, 19 June 2020.
2. Online voting by A shareholders was conducted on 19 June 2020 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 19 June 2020; online voting on the internet voting system (<http://wltp.cninfo.com.cn>) was conducted any time during the period from 9:15 a.m. to 15:00 p.m. on 19 June 2020.

(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 and voting 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. Li Zixue, 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., 19 May 2020), the total number of shares issued by the Company is 4,612,718,703 shares, comprising 3,857,216,169 domestic shares (A shares) and 755,502,534 overseas-listed foreign shares (H shares).

127 shareholders (or proxies) held 1,458,500,440 shares or 31.62% of the total number of shares carrying voting rights at the AGM of the Company. Of which 121 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 359,875,110 shares or 7.80% 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

125 A shareholders (or proxies) holding 1,320,034,407 shares or 34.22% 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: 24 A shareholders (or proxies) holding 1,179,603,617 shares or 30.58% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 101 A shareholders holding 140,430,790 shares or 3.64% 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

2 H shareholders (or proxy) holding 138,466,033 shares or 18.33% 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, the auditors and sponsor of the Company attended the AGM. Certain Directors of the Company did not attend the AGM due to work reasons.

IV. CONSIDERATION OF AND VOTING OF RESOLUTIONS

The following resolutions were considered and approved at the AGM (of which all the ordinary resolutions were approved by votes representing more than one-half of the voting rights held by shareholders attending the AGM; and all the special resolutions were approved by votes representing more than two-thirds of the voting rights held by shareholders 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 2019 Annual General Meeting”):

Ordinary Resolutions

- 1. Consideration and approval of the “2019 Annual Report (including 2019 financial report audited by the PRC and Hong Kong auditors)”;**
- 2. Consideration and approval of the “2019 Report of the Board of Directors”;**
- 3. Consideration and approval of the “2019 Report of the Supervisory Committee”;**

4. Consideration and approval of the “2019 Report of the President”;

5. Consideration and approval of the “Final Financial Accounts for 2019”;

6. Consideration and approval of the “Proposals for Profit Distribution for 2019”;

(1) That the Proposals for Profit Distribution for 2019 tabled by the Board of Directors of the Company be approved:

Distribution of RMB2 in cash (before tax) for every 10 shares to all shareholders based on the total share capital (including A shares and H shares) as at the record date for profit distribution and dividend payment. In the event of changes in the Company’s total share capital after the announcement of the Company’s profit distribution proposal for 2019 but before its implementation, the total amount of distribution shall be readjusted in accordance with the law on the basis of the total share capital (including A shares and H shares) as at the record date for profit and dividend distribution for the purpose of the profit distribution proposal for 2019 according to the existing proportion for distribution.

(2) That any Director or the Secretary to the Board of Directors be authorized to deal in accordance with the law with matters relating to the profit distribution for 2019.

7. Consideration and approval of the “Resolution on the Application for Derivative Investment Limits for 2020”, with details as follows:

That the Company be authorised to invest in value protection derivative products for an amount not exceeding the equivalent of USD3.8 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD3.8 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 USD3.5 billion, such foreign exchange derivative being used for value protection against operating asset or liability exposures, and cross-currency exposures.

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

8. Consideration and approval of the “Resolution on the Provision of Performance

Guarantee for Overseas Wholly-owned Subsidiaries for 2020”, with details as follows:

That the provision of performance guarantee for 7 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 7 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 2019 Annual General Meeting of the Company and ending on the date on which the 2020 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.

9. Consideration and approval of the “Resolution on Continuing Connected Transactions in relation to the Execution of ‘ZTE Channel Cooperation Framework Agreement 2020 – General Distributor’ with Hangtian Ouhua, a Connected Party”, with details as follows:

(1) That the execution in accordance with the law of the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor” between the Company and 航天歐華信息技術有限公司 (former known as “深圳市航天歐華科技發展有限責任公司”, “Hangtian Ouhua 航天歐華”), a connected party, with the maximum aggregate amount of transactions (before VAT) in connection with the sales of products to Hangtian Ouhua by the Group in 2020 under the framework agreement estimated at RMB800 million, be approved; with the view that the terms of the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor” have been arrived at after arm’s length negotiations between the two parties on normal commercial terms in the ordinary course of business, and that the transaction terms and the cap of the transaction amount for 2020 are fair and reasonable and in the interests of the Company and its shareholders as a whole;

(2) That the legal representative of the Company or his authorised signatory be authorised to sign the “ZTE Channel Cooperation Framework Agreement 2020 – General Distributor”, among others, in accordance with the law.

Special Resolution

10. Consideration and approval of the “Resolution on the Proposed Registration and Issue of Medium Term Notes”, with details as follows:

(1) That the registration and issue plan for the register and issue of Medium Term Notes of not more than RMB8,000 million by the Company be approved.

(2) That the legal representative of the Company or his authorised representative be authorised to process relevant matters relating to the registration and issue of Medium Term Notes, including but not limited to: ① confirming relevant intermediaries relating to the registration and issue (including but not limited to the lead underwriter and the bookrunner); ② confirming the actual issue plan (including all matters pertaining to the issue of Medium Term Notes, including but not limited to the timing, amount and number of tranches of issue) based on the outcome of consultation between the Company and parties related to the issue subject to the aforesaid plan for the registration and issue of Medium Term Notes, vetting, revising, executing, delivering, implementing and determining the publication of agreements, announcements, forms, letters and any other requisite documents in connection with the issue of Medium Term Notes, including but not limited to application documents, prospectuses, underwriting agreements and relevant legal documents in relation to the issue; ③ to deal with all other matters and formalities relating to the registration, issue and continuation, quotation and trading, and principal and interest payments in respect of the Medium Term Notes; ④ adjusting as appropriate the actual plan for the issue of Medium Term Notes and other pertinent matters based on the advice of regulatory authorities, or determining, based on the actual conditions, whether proceedings relating to the issue of Medium Term Notes should be carried on with, in the event of any changes to relevant regulatory policies or market conditions; ⑤ to publish relevant information in accordance with applicable regulatory provisions; ⑥ to deal with other matters pertinent to the issue of Medium Term Notes not provided for in the foregoing; ⑦ the mandate shall be effective from the date of the consideration and approval of the same at the general meeting and shall remain in effect during the valid period for the registration, issue and continuation of the Medium Term Notes.

Ordinary Resolutions

11. Consideration and approval on an individual basis of the “Resolutions on the Proposed Application for Composite Credit Facilities for 2020”, with details as follows:

11.1 Consideration and approval of the “Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility amounting to RMB20.0 billion”, with details as follows:

That the Company’s application to Bank of China Limited for RMB20.0 billion composite credit facilities (the principal types of which shall include loans, acceptance bill, discounting, guarantee, letter of credit, factoring, trade financing, etc.) be approved. The said composite credit facilities are subject to approval by the bank. The Company is required to undergo necessary approval procedures in accordance with its current internal regulations and the requirements of pertinent laws, regulations and the listing rules when

processing specific transactions under such composite credit facilities.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities pursuant to the Company's requirements or negotiations with the bank, subject to the aforesaid cap of RMB20.0 billion for the composite credit facilities and within the period considered and approved by the general meeting. The Board of Directors and legal representative of the Company or his authorised signatory are authorised to negotiate with the banks and sign all legal contracts and documents relating to the aforesaid composite credit facilities or transactions under such composite credit facilities.

The resolution shall be valid with effect from the date on which it is considered and approved at the 2019 Annual General Meeting until (1) the approval of the next new credit facilities with the financial institution by the Company's internal competent authorities, or (2) 30 June 2021 (whichever is earlier). Unless otherwise stipulated under laws and regulations or the Articles of Association or owing to business requirements, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or his authorised signatory, is authorised by the Board of Directors to sign, during the effective period of the composite credit facilities granted by the bank and to the extent permitted under laws and regulations and the Articles of Association, all legal contracts and documents relating to the composite credit facilities or transactions under the composite credit facilities.

11.2 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 USD4.0 billion”, with details as follows:

That the Company's application to China Development Bank, Shenzhen Branch for USD4.0 billion composite credit facilities (the principal types of which shall include loans, acceptance bill, discounting, guarantee, letter of credit, factoring, trade financing, etc.) be approved. The said composite credit facilities are subject to approval by the bank. The Company is required to undergo necessary approval procedures in accordance with its current internal regulations and the requirements of pertinent laws, regulations and the listing rules when processing specific transactions under such composite credit facilities.

That the Board of Directors be authorised to adjust the details and actual duration of the credit facilities pursuant to the Company's requirements or negotiations with the bank, subject to the aforesaid cap of USD4.0 billion for the composite credit facilities and within the period considered and approved by the general meeting. The Board of Directors and legal representative of the Company or his authorised signatory are authorised to negotiate with the banks and sign all legal contracts and documents relating to the aforesaid composite credit facilities or transactions under such composite credit facilities.

The resolution shall be valid with effect from the date on which it is considered and approved at the 2019 Annual General Meeting until (1) the approval of the next new credit facilities with the financial institution by the Company's internal competent authorities, or (2) 30 June 2021 (whichever is earlier). Unless otherwise stipulated under laws and regulations or the Articles of Association or owing to business requirements, no subsequent resolution of the Board of Directors is required with respect to any single application for financing operations within such cap under such credit facility. The legal representative of the Company, or his authorised signatory, is authorised by the Board of Directors to sign, during the effective period of the composite credit facilities granted by the bank and to the extent permitted under laws and regulations and the Articles of Association, all legal contracts and documents relating to the composite credit facilities or transactions under the composite credit facilities.

12. Consideration and approval on an individual basis of the “Resolutions on the Appointment of the Auditor for 2020”, with details as follows:

12.1 Approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted;

12.2 Approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2020 based on the specific audit work to be conducted;

12.3 Approve the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2020 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted.

Special Resolutions

13. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2020”, 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 handle all matters or to procure the execution of such documents and deeds and the handling of such matters necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements) , determining the use of proceeds, and fulfilling filing and registration requirements of the mainland of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution) ; and

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

14. Consideration and approval of the “Resolution on the Tabling of the Proposed Mandate for the Repurchase of the Company’s A Shares at the General Meeting for Consideration”

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

For the details of the resolution, please refer to the “Overseas Regulatory Announcement Announcement Tabling of the Proposed Mandate for the Repurchase of the Company’s A Shares at the General Meeting for Consideration” published by the Company on 27 March 2020.

15. Consideration and approval of the “Resolution on the Amendment of relevant clauses in the Articles of Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings”, with details as follows:

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

Existing Article	To be amended as
Article 50. No registration of amendment of the register of members caused by transfer of shares shall be carried out within thirty days prior to the date of a general meeting of shareholders or	Article 50. Where a period of book closure prior to the convening of general meetings or the record date for the determination of the Company’s dividend distribution is provided for

Existing Article	To be amended as
<p>within five days of the reference date on which the Company decides to distribute dividends.</p>	<p>under laws, administrative regulations, departmental rules, regulatory documents and by relevant stock exchanges or regulatory authorities of the places where the Company is listed, such provision shall prevail.</p>
<p>Article 53. Any person who is registered in, or requests to have his name entered into, the register of members may, if his share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of the domestic shares loses his share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the provisions of Article 144 of the Company Law.</p> <p>.....</p>	<p>Article 53. Any person who is registered in, or requests to have his name entered into, the register of members may, if his share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of the domestic shares loses his share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the pertinent provisions of the Company Law.</p> <p>.....</p>
<p>Article 79. When the Company convenes a general meeting of shareholders, written notice of the meeting shall be given forty-five days before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver to the Company a written confirmation of their attendance twenty days before the date of the meeting.</p>	<p>Article 79. A written notice of meeting shall be given at least twenty days before the date of an annual general meeting and at least fifteen days before the date of an extraordinary general meeting to be convened by the Company to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p>
<p>Article 80. The Company shall, based on the written replies received twenty days before the date of the general meeting of shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to not less than half of the Company’s total voting shares, the Company may hold a general meeting; if not, the Company shall within five days notify the shareholders by way of public announcement of matters to be considered at and the place and date of the meeting. The Company may then hold the meeting after publication of such announcement. The relevant announcement shall be published in newspapers which are in compliance with the relevant requirements.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice for the meeting.</p>	<p>Article 80. An extraordinary general meeting shall not decide on any matter not stated in the notice for the meeting.</p>
<p>Article 83. Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) in person or by prepaid mail sent to their respective addresses as recorded in the shareholders’ register. Notices of general</p>	<p>Article 83. Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) in person or by prepaid mail sent to their respective addresses as recorded in the shareholders’ register. Notices of</p>

Existing Article	To be amended as
<p>meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.</p> <p>The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State Council during the period which is 45-50 days prior to the meeting. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.</p> <p>.....</p>	<p>general meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.</p> <p>The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State Council. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.</p> <p>.....</p>
<p>Article 139. The Company shall issue a written notice to all class shareholders whose names appear in the share register forty-five days before the class meeting is convened. The notice shall contain notice of the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver a written reply to the Company twenty days before the meeting is convened.</p> <p>In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting is not less than one-half of the total class shares with voting rights at the meeting, the Company may convene the class meeting. If not, the Company shall issue a public announcement to inform shareholders of matters to be considered at the meeting and the date and place of the meeting within five days. The Company may then convene the class meeting after issuing such public announcement. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>Article 139. Whenever a class meeting is convened by the Company, a written notice of meeting shall be given by reference to the notice periods for the convening of annual general meetings and extraordinary general meetings set out under Article 79 of the Article to notify all class shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p>
<p>Article 253. The Company shall be dissolved and liquidated according to law upon the occurrence of any of the following events:</p> <p>.....</p> <p>4) the Company is dissolved by the People’s Court in accordance with Article 183 of the Company Law;</p> <p>.....</p>	<p>Article 253. The Company shall be dissolved and liquidated according to law upon the occurrence of any of the following events:</p> <p>.....</p> <p>4) the Company is dissolved by the People’s Court in accordance with pertinent provisions of the Company Law;</p> <p>.....</p>

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

Existing Article	To be amended as
<p>Article 7. When the Company convenes the annual general meeting of shareholders, written notice of the meeting shall be given forty-five days before the date of the meeting (not including the day of the meeting) to notify all shareholders by the Board of Directors, whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p> <p>Shareholders who intend to attend the annual general meeting shall deliver to the Company a written confirmation of their attendance twenty days before the date of the meeting. The Company shall, based on the written replies received twenty days before the date of the general meeting of shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to not less than half of the Company's total voting shares, the Company may hold a general meeting; if not, the Company shall within five days notify the shareholders by way of public announcement of matters to be considered at and the place and date of the meeting. The Company may then hold the meeting after publication of such announcement. The relevant announcement shall be published in newspapers which are in compliance with the relevant requirements.</p>	<p>Article 7. When the Company convenes the annual general meeting of shareholders, written notice of the meeting shall be given at least twenty days before the date of the meeting (not including the day of the meeting) to notify all shareholders by the Board of Directors, whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p>
<p>Article 9. Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) in person or by prepaid mail sent to their respective addresses as recorded in the shareholders' register. Notices of general meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.</p> <p>The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State Council during the period which is 45-50 days prior to the</p>	<p>Article 9. Notices of general meetings and relevant documents shall be delivered to shareholders (whether or not entitled to vote at the general meetings) in person or by prepaid mail sent to their respective addresses as recorded in the shareholders' register. Notices of general meetings, circulars to shareholders and relevant documents for domestic shareholders may also be delivered by way of announcements. The delivery of notices of general meetings, circulars to shareholders and relevant documents to holders of overseas-listed foreign shares may be conducted by making them available on the websites of the Company and the Hong Kong Stock Exchange in accordance with the requirements and procedures set out in the Listing Rules.</p> <p>The announcements referred to in the foregoing paragraph shall be published in one or several approved newspapers designated by the securities regulatory authorities under the State</p>

Existing Article	To be amended as
<p>meeting. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.</p> <p>.....</p>	<p>Council. All domestic shareholders shall be deemed to have received the relevant notices of general meetings once such announcements have been published.</p> <p>.....</p>
<p>Article 33. Any other matters pertaining to the convening of extraordinary general meetings not provided for under this section shall be governed by provisions under Section 2 of this Chapter.</p>	<p>Article 33. A written notice of meeting shall be given at least fifteen days before the date of an extraordinary general meeting to be convened by the Company to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. Any other matters pertaining to the convening of extraordinary general meetings not provided for under this section shall be governed by provisions under Section 2 of this Chapter.</p>
<p>Article 76. The Company shall issue a written notice to all class shareholders whose names appear in the share register forty-five days before the class meeting is convened. The notice shall contain notice of the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver a written reply to the Company twenty days before the meeting is convened.</p> <p>In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting is not less than one-half of the total class shares with voting rights at the meeting, the Company may convene the class meeting. If not, the Company shall issue a public announcement to inform shareholders of matters to be considered at the meeting and the date and place of the meeting within five days. The Company may then convene the class meeting after issuing such public announcement. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>Article 76. Whenever a class meeting is convened by the Company, a written notice of meeting shall be given by reference to the notice periods for the convening of annual general meetings and extraordinary general meetings set out under Article 7 and Article 33 of the Rule to notify all class shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p>

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

Existing Article	To be amended as
<p>Article 5. Persons subject to provisions under Article 147 of the Company Law and prohibition from market entry by PRC securities administration authorities currently in force, as well as civil servants of the State, shall not be eligible to serve as Directors of the Company.</p>	<p>Article 5. Persons subject to pertinent provisions under the Company Law and prohibition from market entry by PRC securities administration authorities currently in force, as well as civil servants of the State, shall not be eligible to serve as Directors of the Company.</p>

Existing Article	To be amended as

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

The amended Articles of Association of ZTE Corporation, the Rules of Procedure for General Meetings of Shareholders of ZTE Corporation, and the Rules of Procedure for Board of Directors Meetings of ZTE Corporation have been published on the same date as this announcement.

Ordinary Resolution

16. Consideration and approval of the “Resolution on the Election of Independent Non-executive Director”, with details as follows:

That Mr. Zhuang Jiansheng be elected by way of accumulative voting as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on the date of consideration and approval at the AGM and expiring upon the conclusion of the term of the Eighth Session of the Board of Directors of the Company (namely 29 March 2022).

Qualification and independence for Mr. Zhuang Jiansheng as the candidate for Independent Non-executive Director has been approved by Shenzhen Stock Exchange without dissent for the record before the AGM.

Please refer to Annex II for a brief biography of Independent Non-executive Director.

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: 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 2019 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 2019 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Document of the 2019 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2019 Annual General Meeting of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2019 Annual General Meeting of ZTE Corporation.

By Order of the Board
Li Zixue
Chairman

Shenzhen, the PRC
19 June 2020

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

Annex I:

ZTE Corporation
Statistics of Voting Results in respect of Resolutions Proposed at the 2019 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
Ordinary Resolutions (9 resolutions)								
1.00	2019 Annual Report (including 2019 financial report audited by the PRC and Hong Kong auditors)	Total	1,457,701,636	99.9635%	473,600	0.0325%	58,300	0.0040%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,076,306	99.8521%	473,600	0.1317%	58,300	0.0162%
		Domestic shares (A shares)	1,319,780,907	99.9808%	195,200	0.0148%	58,300	0.0044%
		Overseas-listed foreign shares (H shares)	137,920,729	99.7986%	278,400	0.2014%	0	0.0000%
2.00	2019 Report of the Board of Directors	Total	1,457,701,636	99.9635%	343,600	0.0236%	188,300	0.0129%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,076,306	99.8521%	343,600	0.0955%	188,300	0.0524%
		Domestic shares (A shares)	1,319,780,907	99.9808%	65,200	0.0049%	188,300	0.0143%
		Overseas-listed foreign shares (H shares)	137,920,729	99.7986%	278,400	0.2014%	0	0.0000%
3.00	2019 Report of the Supervisory Committee	Total	1,457,701,636	99.9635%	343,600	0.0236%	188,300	0.0129%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,076,306	99.8521%	343,600	0.0955%	188,300	0.0524%
		Domestic shares (A shares)	1,319,780,907	99.9808%	65,200	0.0049%	188,300	0.0143%
		Overseas-listed foreign shares (H shares)	137,920,729	99.7986%	278,400	0.2014%	0	0.0000%
4.00	2019 Report of the President	Total	1,457,701,636	99.9635%	473,600	0.0325%	58,300	0.0040%
		Of which: shareholders each interested in less than	359,076,306	99.8521%	473,600	0.1317%	58,300	0.0162%

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
		5% of the Company's shares attending the AGM						
		Domestic shares (A shares)	1,319,780,907	99.9808%	195,200	0.0148%	58,300	0.0044%
		Overseas-listed foreign shares (H shares)	137,920,729	99.7986%	278,400	0.2014%	0	0.0000%
5.00	Final Financial Accounts for 2019	Total	1,457,701,636	99.9635%	473,600	0.0325%	58,300	0.0040%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,076,306	99.8521%	473,600	0.1317%	58,300	0.0162%
		Domestic shares (A shares)	1,319,780,907	99.9808%	195,200	0.0148%	58,300	0.0044%
		Overseas-listed foreign shares (H shares)	137,920,729	99.7986%	278,400	0.2014%	0	0.0000%
6.00	Proposals of Profit Distribution for 2019	Total	1,458,303,740	99.9865%	196,500	0.0135%	200	0.0000%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,678,410	99.9453%	196,500	0.0546%	200	0.0001%
		Domestic shares (A shares)	1,319,837,707	99.9851%	196,500	0.0149%	200	0.0000%
		Overseas-listed foreign shares (H shares)	138,466,033	100.0000%	0	0.0000%	0	0.0000%
7.00	Resolution on the Application for Derivative Investment Limits for 2020	Total	1,457,741,951	99.9866%	195,200	0.0134%	200	0.0000%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,116,621	99.9456%	195,200	0.0543%	200	0.0001%
		Domestic shares (A shares)	1,319,839,007	99.9852%	195,200	0.0148%	200	0.0000%
		Overseas-listed foreign shares (H shares)	137,902,944	100.0000%	0	0.0000%	0	0.0000%
8.00	Resolution on the Provision of Performance Guarantee	Total	1,443,239,549	98.9537%	15,260,491	1.0463%	400	0.0000%
		Of which: shareholders each interested in less than	344,614,219	95.7594%	15,260,491	4.2405%	400	0.0001%

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
	for Overseas Wholly-Owned Subsidiaries for 2020	5% of the Company's shares attending the AGM						
		Domestic shares (A shares)	1,318,084,462	99.8523%	1,949,545	0.1477%	400	0.0000%
		Overseas-listed foreign shares (H shares)	125,155,087	90.3869%	13,310,946	9.6131%	0	0.0000%
9.00	Resolution on Continuing Connected Transactions in relation to the Execution of "ZTE Channel Cooperation Framework Agreement 2020 - General Distributor" with Hangtian Ouhua, a Connected Party	Total	1,439,231,300	98.6788%	65,200	0.0045%	19,203,940	1.3167%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	340,605,970	94.6456%	65,200	0.0181%	19,203,940	5.3363%
		Domestic shares (A shares)	1,300,765,267	98.5403%	65,200	0.0049%	19,203,940	1.4548%
		Overseas-listed foreign shares (H shares)	138,466,033	100.0000%	0	0.0000%	0	0.0000%
Special Resolution (1 resolution)								
10.00	Resolution on the Proposed Registration and Issue of Medium Term Notes	Total	1,443,239,749	98.9537%	15,130,491	1.0374%	130,200	0.0089%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	344,614,419	95.7594%	15,130,491	4.2044%	130,200	0.0362%
		Domestic shares (A shares)	1,318,084,662	99.8523%	1,819,545	0.1378%	130,200	0.0099%
		Overseas-listed foreign shares (H shares)	125,155,087	90.3869%	13,310,946	9.6131%	0	0.0000%
Ordinary Resolutions (2 resolutions)								
11.00	Resolutions on the Proposed Application for Composite Credit Facilities for 2020 (to be voted upon item by item)							
11.01	Resolution of the Company proposing the application to Bank of China Limited for a composite credit facility	Total	1,442,709,360	98.9555%	15,097,991	1.0356%	130,000	0.0089%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	344,084,030	95.7619%	15,097,991	4.2019%	130,000	0.0362%

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
	amounting to RMB20.0 billion	Domestic shares (A shares)	1,318,117,362	99.8548%	1,787,045	0.1354%	130,000	0.0098%
		Overseas-listed foreign shares (H shares)	124,591,998	90.3476%	13,310,946	9.6524%	0	0.0000%
11.02	Resolution of the Company proposing the application to China Development Bank, Shenzhen Branch for a composite credit facility amounting to USD4.0 billion	Total	1,442,709,160	98.9555%	15,097,991	1.0356%	130,200	0.0089%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	344,083,830	95.7618%	15,097,991	4.2019%	130,200	0.0362%
		Domestic shares (A shares)	1,318,117,162	99.8548%	1,787,045	0.1354%	130,200	0.0099%
		Overseas-listed foreign shares (H shares)	124,591,998	90.3476%	13,310,946	9.6524%	0	0.0000%
12.00	Resolutions on the Appointment of the Auditor for 2020 (to be voted upon item by item)							
12.01	Re-appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted	Total	1,438,668,011	98.6402%	628,289	0.0431%	19,204,140	1.3167%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	340,042,681	94.4891%	628,289	0.1746%	19,204,140	5.3363%
		Domestic shares (A shares)	1,300,765,067	98.5402%	65,200	0.0049%	19,204,140	1.4548%
		Overseas-listed foreign shares (H shares)	137,902,944	99.5933%	563,089	0.4067%	0	0.0000%
12.02	Re-appointment of Ernst & Young as the Hong Kong auditor of the Company's financial report for 2020 and authorise the Board of Directors to fix the financial report audit fees of Ernst & Young for 2020 based on the specific audit work to be	Total	1,435,315,160	98.4103%	3,981,140	0.2730%	19,204,140	1.3167%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	336,689,830	93.5574%	3,981,140	1.1063%	19,204,140	5.3363%
		Domestic shares (A shares)	1,300,460,167	98.5171%	370,100	0.0280%	19,204,140	1.4548%
		Overseas-listed foreign shares (H shares)	134,854,993	97.3921%	3,611,040	2.6079%	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
	conducted							
12.03	Re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2020 and authorise the Board of Directors to fix the internal control audit fees of Ernst & Young Hua Ming LLP for 2020 based on specific audit work to be conducted	Total	1,438,617,571	98.6368%	678,729	0.0465%	19,204,140	1.3167%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	339,992,241	94.4751%	678,729	0.1886%	19,204,140	5.3363%
		Domestic shares (A shares)	1,300,765,067	98.5402%	65,200	0.0049%	19,204,140	1.4548%
		Overseas-listed foreign shares (H shares)	137,852,504	99.5569%	613,529	0.4431%	0	0.0000%
Special Resolutions (3 resolutions)								
13.00	Resolution of the Company on the Application for General Mandate for 2020	Total	1,327,835,697	91.0412%	130,484,103	8.9465%	180,640	0.0124%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	229,210,367	63.6916%	130,484,103	36.2582%	180,640	0.0502%
		Domestic shares (A shares)	1,294,076,088	98.0335%	25,828,119	1.9566%	130,200	0.0099%
		Overseas-listed foreign shares (H shares)	33,759,609	24.3811%	104,655,984	75.5824%	50,440	0.0364%
14.00	Resolution on the Tabling of the Proposed Mandate for the Repurchase of the Company's A Shares at the General Meeting for Consideration	Total	1,457,704,011	99.9454%	583,889	0.0400%	212,540	0.0146%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	359,078,681	99.7787%	583,889	0.1622%	212,540	0.0591%
		Domestic shares (A shares)	1,319,851,507	99.9861%	20,800	0.0016%	162,100	0.0123%
		Overseas-listed foreign shares (H shares)	137,852,504	99.5569%	563,089	0.4067%	50,440	0.0364%
15.00	Resolution on the Amendment of relevant clauses in the Articles of	Total	1,435,587,564	98.4290%	22,781,776	1.5620%	131,100	0.0090%
		Of which: shareholders each interested in less than	336,962,234	93.6331%	22,781,776	6.3305%	131,100	0.0364%

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
	Association, the Rules of Procedure for General Meetings of Shareholders and the Rules of Procedure for Board of Directors Meetings	5% of the Company's shares attending the AGM						
		Domestic shares (A shares)	1,315,193,826	99.6333%	4,709,481	0.3568%	131,100	0.0099%
		Overseas-listed foreign shares (H shares)	120,393,738	86.9482%	18,072,295	13.0518%	0	0.0000%
Ordinary Resolution (1 resolution)								
16.00	Resolution on the Election of Independent Non-executive Directors That Mr. Zhuang Jiansheng be elected as an Independent Non-executive Director of the Eighth Session of the Board of Directors of the Company for a term commencing on the date of consideration and approval at the AGM and expiring upon the conclusion of the term of the Eighth Session of the Board of Directors of the Company (namely 29 March 2022)	Total	1,427,746,503	97.8914%				
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	329,121,173	91.4543%				
		Domestic shares (A shares)	1,289,280,470	97.6702%				
		Overseas-listed foreign shares (H shares)	138,466,033	100.0000%				

Annex II: Brief Biography of Independent Non-executive Director

Zhuang Jiansheng, male, born in 1965, a Chinese citizen without permanent residency in other countries. Mr. Zhuang graduated from East China University of Political Science and Law (華東政法大學) with a bachelor's degree in law in 1988, and obtained a master's degree in international and economic law from the University of International Business and Economics in 1991. Mr. Zhuang was admitted as a PRC Attorney. Mr. Zhuang worked in Shanghai WGQ Free Trade Zone Development Corporation, Shanghai WGQ Free Trade Zone United Development Co. Ltd., PricewaterhouseCoopers Consulting Firm, and Baker & McKenzie LLP in the United States. Mr. Zhuang has been the advisory partner of Shanghai Huiye Law Firm with respect to the business of trade compliance and customs since January 2016. Mr. Zhuang has extensive experience in the laws and practices in areas like international trade compliance, corporate regulatory matters, customs & tax laws. Mr. Zhuang does not hold any shares of the Company. He is not connected with the controlling shareholder, Directors, Supervisors or senior management of the Company. Mr. Zhuang is not subject to any punishment by the China Securities Regulatory Commission ("CSRC") or other relevant authorities or disciplinary action by the stock exchange, nor subject to any case of investigation commenced by the judicial authorities for alleged crimes or investigations by the CSRC for alleged violation of laws and regulations for which definitive conclusions are pending, nor a discredited person subject to enforcement or a discredited party subject to liabilities. He is in compliance with the qualifications for appointment stipulated under pertinent laws, administrative regulations, departmental rules, regulatory documents, Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, other pertinent provisions of the stock exchange and the Articles of Association.

Save as disclosed in this announcement, as at the date of this announcement, so far as the Directors of the Company are aware, there were no other matters, information required to be disclosed under Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the Directors in particular, that need to be brought to the attention of the shareholders of the Company.