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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 2020 Annual General Meeting**

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

The 2020 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 25 June 2021. Details in respect of the resolutions and voting results of the AGM are as follows:

### **I. IMPORTANT NOTICE**

1. There were no veto resolutions in the AGM.
2. There were no changing resolutions approved by previous general meetings in the AGM.

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

#### **(I) Date and time**

1. On-site meeting commenced at 2:30 p.m. on Friday, 25 June 2021.
2. Online voting by A shareholders was conducted on 25 June 2021 during the following time slots:

Online voting through the trading system of the Shenzhen Stock Exchange: from 9:15 a.m. to 9:25 a.m., from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 25 June 2021; 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 3:00 p.m. on 25 June 2021.

#### **(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 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**

347 shareholders (or proxies) held 1,329,980,865 shares or 28.83% of the total number of shares carrying voting rights at the AGM of the Company. Of which 342 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 323,455,135 shares or 7.01% 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

346 A shareholders (or proxies) holding 1,207,366,492 shares or 31.30% 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: 17 A shareholders (or proxies) holding 1,076,072,150 shares or 27.90% of the total number of A shares carrying voting rights of the Company attended the on-site meeting; and 329 A shareholders holding 131,294,342 shares or 3.40% 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 122,614,373 shares or 16.23% of the total number of H shares carrying voting rights of the Company attended the on-site meeting of the AGM.

In addition, Directors, Supervisors and certain senior management of the Company, the PRC lawyers, the auditors and sponsor of the Company attended the AGM. Certain senior management 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 by way of a combination of on-site voting and online voting (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 “ZTE Corporation - Statistics of Voting Results in respect of Resolutions Proposed at the 2020 Annual General Meeting”):

##### **Ordinary Resolutions**

- 1. Consideration and approval of the “2020 Annual Report (including 2020 financial report audited by the PRC and Hong Kong auditors)”;**
- 2. Consideration and approval of the “2020 Report of the Board of Directors”;**
- 3. Consideration and approval of the “2020 Report of the Supervisory Committee”;**
- 4. Consideration and approval of the “2020 Report of the President”;**
- 5. Consideration and approval of the “Final Financial Accounts for 2020”;**
- 6. Consideration and approval of the “Proposal for Profit Distribution for 2020”, with details as follows:**

(1) That the Proposal for Profit Distribution for 2020 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 2020 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 2020 according to the existing proportion for distribution.

(2) That any Directors 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 2020.

**7. Consideration and approval of the “Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment Limits for 2021”, with details as follows:**

(1) That the Report on the Feasibility Analysis of Derivative Investment be approved, and is of the view that the derivative investment is feasible.

(2) That the Company be authorised to invest in value protection derivative products with a limit of the equivalent of USD3.0 billion (namely, the outstanding investment amount at any point of time during the effective period of the authorisation shall not exceed the equivalent of USD3.0 billion, and such limit may be applied on a revolving basis during the effective period of the authorisation). The authorization 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:

i. The investment limit for foreign exchange derivatives shall be USD2.7 billion, such foreign exchange derivative being used for value protection against foreign exchange exposure, future income or forecast of future revenue and expenditure.

ii. 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 PT. ZTE INDONESIA, a Subsidiary”, with details as follows:**

(1) It is agreed that the Company shall provide joint-liability guarantee in respect of the performance obligations of PT. ZTE INDONESIA (“ZTE Indonesia”) under the “Equipment Purchase Contract” and the “Technical Support Contract”<sup>1</sup> for an amount of USD40 million, with a term commencing on the date of issuance of a letter of guarantee by the Company and ending on the date on which the performance obligations of ZTE Indonesia under the “Equipment Purchase Contract” and the “Technical Support Contract” are completed in full.

(2) It is agreed that the Company shall apply to the relevant bank for the issuance of a bank letter of guarantee to provide guarantee with an amount of IDR400 billion in respect of the performance obligations of ZTE Indonesia under the “Equipment Purchase Contract” and the “Technical Support Contract”, effective from the date of issuance of the bank letter of guarantee for a period of 3 years and 6 months or until the date on which the performance obligations of ZTE Indonesia under the “Equipment Purchase Contract” and the “Technical Support Contract” are completed in full, whichever is later.

(3) It is agreed that the legal representative of the Company or his duly appointed attorney be authorized to sign pertinent legal contracts and documents in law.

**9. Consideration and approval of the “Resolution on the Provision of Performance Guarantee Limits for Overseas Subsidiaries for 2021”, with details as follows:**

(1) That the provision of guarantee limits for 11 overseas subsidiaries involved in MTN Group projects by the Company be approved, the details of which are as follows:

i. It is agreed that the Company shall provide guarantee in respect of the performance obligations of 11 overseas subsidiaries involved in MTN Group projects under the “Framework Agreement” and its subsidiary contracts for an amount of not more than USD160 million, effective from the date on which a guarantee certificate is issued by the Company to MTN Group to the date on which the “Framework Agreement” expires, in any event not more than 5 years from the date on which the “Framework Agreement” comes into effect.

ii. It is agreed that the Company shall apply to the relevant bank for the issuance of a bank letter of guarantee to provide guarantee with an amount of not more than USD16 million in respect of the performance obligations of 11 overseas subsidiaries involved in MTN Group projects under the “Framework Agreement” and its subsidiary contracts, effective from the date of issuance of the letter of guarantee by the bank to the date on which the performance of obligations under the “Framework Agreement” and its subsidiary contracts is completed.

iii. It is agreed that the legal representative of the Company or his duly appointed attorney be

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<sup>1</sup> In 2021, ZTE Indonesia entered into the “New Telkomsel Ultimate Radio Solution Rollout Agreement” and “New Telkomsel Radio Ultimate Solution Technical Support Agreement” with PT. Telekomunikasi Selular. In 2018, ZTE Indonesia entered into the “Ultimate Radio Network Infrastructure Rollout Agreement” and “Ultimate Radio Network Infrastructure Technical Support Agreement” with PT. Telekomunikasi Selular. The “New Telkomsel Ultimate Radio Solution Rollout Agreement” and “Ultimate Radio Network Infrastructure Rollout Agreement” are collectively called the “Equipment Purchase Contract”. The “New Telkomsel Radio Ultimate Solution Technical Support Agreement” and “Ultimate Radio Network Infrastructure Technical Support Agreement” are collectively called the “Technical Support Contract”.

authorized to sign pertinent legal contracts and documents in law.

(2) That the provision of performance guarantee limits for 11 overseas subsidiaries by the Company be approved (excluding the aforesaid provision of guarantee limits for MTN Group projects), the details of which are as follows:

i. That the provision of performance guarantee (including but not limited to the execution of guarantee agreements by the parent company) with a total amount of not more than USD400 million for 11 overseas subsidiaries (excluding the aforesaid provision of guarantee limits for MTN Group projects) 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 general meeting of the Company and ending on the date on which the next annual general meeting of the Company is convened be approved.

ii. That the authorisation of the Board of Directors to approve specific guarantees within the aforesaid limit be approved.

### **Special Resolution**

#### **10. Consideration and approval of the “Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2021”, with details as follows:**

(1) That the consolidated registration for issuance of multiple types of debt financing instruments by the Company be approved.

(2) That the authorization to the Company’s legal representative or the competent representative authorised by the legal representative to deal with matters pertaining to the registration and issuance of multiple types of debt financing instruments be approved, including but not limited to: (i) to the extent permitted under laws and regulations, the formulation, revision and adjustment of specific issuance plans for debt financing instruments (including but not limited to the type, timing, amount and number of tranches of issuance and all other matters pertaining to the registration and issuance of specific debt financing instruments) in accordance with the issuance policy of regulatory authorities, market conditions and the Company’s requirements, and examination, revision, execution, submission and implementation of and decision to publish agreements, announcements, forms, letters and all other requisite documents, including but not limited to issuance application documents, issue memorandum, underwriting agreements and relevant legal documents, among others, pertaining to the registration and issuance of debt financing instruments; (ii) appointment of intermediary institutions, including but not limited to the lead underwriter and bookkeeper, in relation to the registration and issuance; (iii) processing the registration, issuance, listing and trading, principal and interest payment and all other

matters pertaining to the multiple types of debt financing instruments; (iv) in the event of changes in regulatory policies or market conditions, making appropriate adjustments to pertinent matters such as specific plans for the issuance of multiple types of debt financing instruments or determining, based on actual conditions, whether to proceed with procedures relating to the specific issuance of debt financing instruments in accordance with the opinion of regulatory authorities; (v) performing information disclosure in accordance with applicable regulatory provisions; (vi) dealing with other matters pertaining to the issuance of multiple types of debt financing instruments not included in the above; (vii) the authorization shall come into effect on the date of consideration and approval at the general meeting and shall remain in effect during the valid period of registration of the multiple types of debt financing instruments.

### **Ordinary Resolutions**

#### **11. Consideration and approval of the “Resolution on the Proposed Application for Composite Credit Facilities for 2021”, with details as follows:**

That the Company’s application to China Development Bank, Shenzhen Branch for USD4.0 billion composite credit facilities 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 2020 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 2022 (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 of the “Resolution on the Alignment in Preparation of Financial Statements in accordance with PRC ASBEs and Cessation to Re-appoint Overseas Financial Report Auditor”, with details as follows:**

That the alignment in preparation of financial statements and disclosure of relevant financial information in accordance with PRC accounting standards for business enterprises starting from the announcement of the half-yearly financial report and interim results of 2021 and the cessation to re-appoint Ernst & Young as the Company’s overseas financial report auditor be approved.

**13. Consideration and approval on an individual basis of the “Resolutions on the Appointment of the Auditor for 2021”, with details as follows:**

13.1 That the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company’s financial report for 2021 and the financial report audit fees be in the amount of RMB7.90 million (including relevant tax expenses but excluding meal expenses) be approved;

13.2 That the re-appointment of Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2021 and the internal control audit fees be in the amount of RMB1.20 million (including relevant tax expenses but excluding meal expenses) be approved.

**Special Resolutions**

**14. Consideration and approval of the “Resolution of the Company on the Application for General Mandate for 2021”, 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, 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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;

(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 the general mandate as stated under paragraph (1) of this resolution, the Board of Directors be hereby authorized 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 proposed allotment and issue of shares of the Company pursuant to paragraph (1) of this resolution.

**15. Consideration and approval of the “Resolution on the Shareholders’ Dividend and Return Plan (2021–2023)”;**

**16. 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 clauses in the Articles of Association in accordance with the law be approved, the details of which are set out as follows:

<b>Provision before amendment</b>	<b>Before amendment</b>	<b>After amendment</b>
Article 24	Subsequent to its establishment, the Company shall issue 4,192,671,843 ordinary shares, comprising 755,502,534 H Shares, accounting for 18.02% of the total number of ordinary shares issuable by the Company; and 3,437,169,309 Domestic Shares, accounting for 81.98% of the total number of ordinary shares issuable by the Company.	Subsequent to its establishment, the Company shall issue <b>4,613,434,898</b> ordinary shares, comprising 755,502,534 H Shares, accounting for <b>16.38%</b> of the total number of ordinary shares issuable by the Company; and <b>3,857,932,364</b> Domestic Shares, accounting for <b>83.62%</b> of the total number of ordinary shares issuable by the Company.
Article 27	The registered capital of the Company shall be RMB4,192,671,843.	The registered capital of the Company shall be <b>RMB4,613,434,898</b> .
Article 100	Directors, supervisors and senior officers present at the general meeting of shareholders shall provide response or explanation in connection with any query or recommendation raised by the shareholders.	Directors, supervisors and senior officers present at the general meeting of shareholders shall provide response or explanation in connection with any query or recommendation raised by the shareholders, <b>except for those relating to business secrets of the Company which shall not be disclosed during the general meeting of shareholders.</b>
Article 102	A general meeting of shareholders shall have minutes which shall be prepared by the secretary to the Board of Directors. Minutes of a general meeting of shareholders shall contain the following contents: 1) the date and venue for convening the meeting, meeting agenda and the name of the convener of the meeting; 2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees;	A general meeting of shareholders shall have minutes which shall be prepared by the secretary to the Board of Directors. Minutes of a general meeting of shareholders shall contain the following contents: 1) the date and venue for convening the meeting, meeting agenda and the name of the convener of the meeting; 2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees;

Provision before amendment	Before amendment	After amendment
	<p>3) the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by them out of the total number of shares of the Company;</p> <p>4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto and the voting results thereof;</p> <p>5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;</p> <p>6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and</p> <p>7) other contents which should be recorded in the minutes as provided for in the Articles of Association.</p>	<p>3) <b>the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;</b></p> <p>4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto, <b>the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</b></p> <p>5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;</p> <p>6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and</p> <p>7) other contents which should be recorded in the minutes as provided for in the Articles of Association.</p>
Article 109	The Board of Directors, independent non-executive directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.	The Board of Directors, independent non-executive directors, <b>shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council</b> may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.
Article 115	The Board of Directors and the Supervisory Committee shall provide a response or explanation in connection with any query or recommendation raised by the shareholders, except for those relating to trade secrets of the Company which shall not be disclosed during the general meeting of shareholders.	<b>Delete.</b>
Article 127	Minutes of a general meeting of shareholders shall be maintained which shall contain the following content: 1) the ratio of the number of voting shares represented by the respective holders of the domestic shares (including proxies)	<b>Delete.</b>

Provision before amendment	Before amendment	After amendment
	<p>and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;</p> <p>2) the date and place for convening the meeting;</p> <p>3) the name of the chairman of the meeting and the agenda of the meeting;</p> <p>4) the main points put forward by each speaker regarding each matter under discussion;</p> <p>5) the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</p> <p>6) details of the queries and recommendations of the shareholders and the response or explanation etc. from the Board of Directors and the Supervisory Committee in relation thereto;</p> <p>7) other matters which according to the opinion of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes.</p>	
Article 132	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall be commenced from date of adoption of the resolution at the general meeting.</p>	<p>If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall <b>commence on the date determined by resolution of the general meeting.</b></p>
Article 143	<p>The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>.....</p> <p>The term of office of a director shall commence from the date on which resolution of the general meeting is adopted and end on the expiration of the term of the then Board of Directors.</p> <p>.....</p>	<p>The term of office of each director shall not be more than three years commencing <b>on the date determined by resolution of the general meeting</b> and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election.</p> <p>.....</p> <p>The term of office of a director shall commence <b>on the date determined by resolution of the general meeting</b> and end on the expiration of the term of the then Board of Directors.</p> <p>.....</p>
Article 152	<p>The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p>	<p>The criteria for selection of the independent non-executive directors of the Company shall be as follows:</p> <p>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</p>

Provision before amendment	Before amendment	After amendment
	<p>2) being independent as specified in Article 151 of the Articles of Association;</p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years' working experience in the legal or economic field or other experience necessary to perform the duties of an independent non-executive director; and</p> <p>5) other qualifications specified by the Articles of Association.</p>	<p><b>2) being independent as required by laws, administrative regulations and other relevant regulations;</b></p> <p>3) having the basic knowledge of the operation of a listed company and being familiar with relevant laws, administrative regulations together with rules and regulations;</p> <p>4) having not less than five years' working experience in the legal or economic field or other experience necessary to perform the duties of an independent non-executive director; and</p> <p>5) other qualifications specified by the Articles of Association.</p>
Article 160	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <p>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</p> <p>2. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</p> <p>3. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</p> <p>4. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</p> <p>.....</p>	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <p>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</p> <p><b>2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period;</b></p> <p>3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</p> <p><b>4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period;</b></p> <p>5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</p> <p>6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</p> <p>.....</p>
Article 162	<p>The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and perform their duties</p>	<p>The Board of Directors may establish specialist committees such as audit, nomination, remuneration and evaluation, and <b>export compliance committees</b>. The specialist committees shall be accountable to the Board of Directors and perform their</p>

Provision before amendment	Before amendment	After amendment
	<p>in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>	<p>duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees shall be composed of directors in which independent non-executive directors shall form the majority and become convenors <b>(the export compliance committee shall comprise at least three independent non-executive directors)</b>. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>
Article 163	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> <li>1. to propose the engagement or removal of external auditor;</li> <li>2. to oversee the internal audit system of the Company and its implementation;</li> <li>3. to be responsible for the communications between the internal auditor and the external auditor;</li> <li>4. to examine and verify the financial information of the Company and the disclosure thereof; and</li> <li>5. to examine the internal control system of the Company.</li> </ol> <p>.....</p>	<p>Each specialist committee shall have the following basic responsibilities:</p> <p>1) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> <li>1. to propose the engagement or removal of external auditor;</li> <li>2. to oversee the internal audit system of the Company and its implementation;</li> <li>3. to be responsible for the communications between the internal auditor and the external auditor;</li> <li>4. to examine and verify the financial information of the Company and the disclosure thereof; and</li> <li>5. to examine the internal control system of the Company.</li> </ol> <p>.....</p> <p><b>4) Major responsibilities of the export compliance committee are:</b></p> <ol style="list-style-type: none"> <li><b>1. to understand the adequacy and effectiveness of the Company's internal policies, procedures and plans on export control and economic sanctions laws;</b></li> <li><b>2. to examine the export control and economic sanctions compliance functions of the Company;</b></li> <li><b>3. to receive and review audit reports and any other reports on the Company's export compliance;</b></li> <li><b>4. to deal with other matters as authorized by the Board.</b></li> </ol>
Article 190	<p>The Supervisory Committee shall be composed of five supervisors. The Supervisory Committee shall have one</p>	<p>The Supervisory Committee shall be composed of five supervisors. The Supervisory Committee shall have one</p>

Provision before amendment	Before amendment	After amendment
	<p>chairman. Each supervisor shall serve for a term of not more than three years, commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee. The term of office for a supervisor is renewable upon re-election and re-appointment.</p> <p>The election or removal of the chairman of the Supervisory Committee shall be determined by an affirmative vote of two-thirds or more of the members of the Supervisory Committee.</p>	<p>chairman. Each supervisor shall serve for a term of not more than three years, commencing <b>on the date determined by resolution of the general meeting or the date determined by resolution</b> of democratic election for employees and ending on the expiration of the term of the then Supervisory Committee. The term of office for a supervisor is renewable upon re-election and re-appointment.</p> <p>The election or removal of the chairman of the Supervisory Committee shall be determined by an affirmative vote of two-thirds or more of the members of the Supervisory Committee.</p>
Article 193	<p>Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary Supervisory Committee meeting.</p> <p>The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting. If the Supervisory Committee meeting fails to be convened as scheduled, a notice shall be announced giving reasons thereof. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>	<p>Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. <b>The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting.</b></p> <p>Supervisors may propose to convene an extraordinary Supervisory Committee meeting. <b>The notice of the extraordinary Supervisory Committee meeting shall be served on all supervisors three days prior to the meeting.</b></p> <p>If the Supervisory Committee meeting fails to be convened as scheduled, a notice shall be announced giving reasons thereof. The relevant announcement shall be published in newspapers which are in compliance with the relevant regulations.</p>
Article 196	<p>The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting. Meetings of the Supervisory Committee shall be held only if not less than two-thirds of the supervisors are present.</p> <p>A supervisor who fails to attend in person two consecutive Supervisory Committee meetings shall be deemed to be unable to perform his duties and shall be removed from his office at the general meeting of shareholders or employee representatives' meeting.</p>	<p>The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting. Meetings of the Supervisory Committee shall be held only if not less than two-thirds of the supervisors are present.</p>
Article 226	The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards	The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.

Provision before amendment	Before amendment	After amendment
	and regulations, be prepared in accordance with either international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. In distributing the Company's after-tax profits in the relevant accounting year, the lower of the two amounts shown in financial statements prepared in accordance with (i) the PRC accounting standards and regulations; or (ii) the international accounting standards or the accounting standards of a place where the Company's shares are listed overseas shall be adopted.	
Article 227	Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the place where the Company's shares are listed overseas.	Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations.
Article 264	The amendment of the Articles of Association involving the contents of the <i>Mandatory Provisions for Companies Listing Overseas</i> shall become effective upon the approval by the companies' approval authorities authorized by the State Council and the securities commission under the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for a change of registration in accordance with the law.	<b>Any amendment to the Articles of Association passed by a resolution at a general meeting shall be filed with the authorities for approval if it is so required. If there is any change relating to the registered particulars of the Company, application shall be made for a change of registration in accordance with the law.</b>

Note: Subsequent to the deletion of clauses, the codes of the revised Articles of Association and cited clauses are adjusted accordingly.

(2) That the amendment of the 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:

Provision before amendment	Before amendment	After amendment
Article 50	The Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be	The Board of Directors, independent <b>non-executive</b> directors, <b>shareholders holding voting shares of more than one percent, or investor protection institutions established in accordance</b>



	without consideration and information shall be fully disclosed to such shareholders.	<b>with laws, administrative regulations, or regulations of the securities regulatory agency of the State Council</b> may solicit from other shareholders their rights to vote in general meetings. The solicitation shall be without consideration and information shall be fully disclosed to such shareholders.
Article 63	<p>Minutes of a general meeting of shareholders shall be maintained which shall contain the following content:</p> <ol style="list-style-type: none"> <li>1) the ratio of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;</li> <li>2) the date and place for convening the meeting;</li> <li>3) the name of the chairman of the meeting and the agenda of the meeting;</li> <li>4) the main points put forward by each speaker regarding each matter under discussion;</li> <li>5) the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</li> <li>6) details of the queries and recommendations of the shareholders and the response or explanation etc. from the Board of Directors and the Supervisory Committee in relation thereto;</li> <li>7) other matters which according to the opinion of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes.</li> </ol>	<p><b>A general meeting of shareholders shall have minutes which shall be prepared by the secretary to the Board of Directors.</b> Minutes of a general meeting of shareholders shall contain the following contents:</p> <ol style="list-style-type: none"> <li><b>1) the date and venue for convening the meeting, meeting agenda and the name of the convenor of the meeting;</b></li> <li><b>2) the name of person presiding over the meeting as well as those of the directors, supervisors, president and other senior officers who attend the meeting as voting and non-voting attendees;</b></li> <li><b>3) the number of shareholders and proxies attending the meeting, the proportion of the number of voting shares represented by the respective holders of the domestic shares (including proxies) and holders of the overseas-listed foreign shares (including proxies) attending the general meeting to the total number of shares of the Company;</b></li> <li><b>4) description on the entire course of consideration of each motion, the main points put forward by each speaker relating thereto, the results of the vote by holders of the domestic shares and holders of the overseas-listed foreign shares for each matter resolved;</b></li> <li><b>5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;</b></li> <li><b>6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and</b></li> <li><b>7) other contents which should be recorded in the minutes as provided for in the Articles of Association.</b></li> </ol>
Article 70	If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall be commenced from date of adoption of the resolution at the general	If a motion relating to election of directors or supervisors is adopted at a general meeting of shareholders, the term of office for the newly elected directors or supervisors shall <b>commence on the date determined by resolution of the general</b>

meeting.	<b>meeting.</b>
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(3) That the amendment of the 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:

<b>Provision before amendment</b>	<b>Before amendment</b>	<b>After amendment</b>
Article 2	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> <li>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</li> <li>2. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</li> <li>3. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</li> <li>4. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</li> </ol> <p>.....</p>	<p>.....</p> <p>The following guarantees shall be subject to the approval of general meetings provided that the same have been considered and approved by Board of Directors meetings prior to being tabled at general meetings:</p> <ol style="list-style-type: none"> <li>1. any guarantee to be provided by the Company and its subsidiaries in favour of a third party, with the total amount of which exceeds 50% of the audited net asset value for the most recent period;</li> <li><b>2. any guarantee to be provided after the total amount of third-party guarantee provided by the Company has reached or exceeded 30% of the audited total assets for the most recent period;</b></li> <li>3. guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</li> <li><b>4. guarantees with a single guaranteed amount in excess of 10% of the audited net asset value for the most recent period;</b></li> <li>5. guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its related parties; and</li> <li>6. other guarantees subject to the approval of general meetings in accordance with the laws, regulations and the Articles of Association.</li> </ol> <p>.....</p>
Article 7	<p>The term of office of each director shall not be more than three years commencing from the date on which the resolution related thereto is adopted at a general meeting of shareholders and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. The director shall not be removed by the general meeting of shareholders, without cause, from his office before the expiration of his term of office.</p> <p>.....</p>	<p>The term of office of each director shall not be more than three years commencing <b>on the date determined by resolution of the general meeting</b> and ending on the expiration of the term of the then Board of Directors. The term of office for a director is renewable upon re-election. The director shall not be removed by the general meeting of shareholders, without cause, from his office before the expiration of his term of office.</p> <p>.....</p>
Article 19	<p>The Company shall appoint independent non-executive directors. Independent</p>	<p>The Company shall appoint independent non-executive directors. Independent</p>

	<p>non-executive directors shall meet the following basic conditions:</p> <ol style="list-style-type: none"> <li>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</li> <li>2) being independent as specified in Article 21 of the rule;</li> </ol> <p>.....</p>	<p>non-executive directors shall meet the following basic conditions:</p> <ol style="list-style-type: none"> <li>1) having the qualifications to assume the office of a director in a listed company pursuant to the laws, administrative regulations and other relevant provisions;</li> <li><b>2) being independent as required by laws, administrative regulations and other relevant regulations;</b></li> </ol> <p>.....</p>
Article 28	<p>Specialist committees of the Board of Directors</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, and remuneration and evaluation committees. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees of audit, nomination, remuneration and evaluation, shall be composed of directors in which independent non-executive directors shall form the majority and become convenors. The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>	<p>Specialist committees of the Board of Directors</p> <p>The Board of Directors may establish specialist committees such as audit, nomination, remuneration and evaluation, and <b>export compliance committees</b>. The specialist committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the delegation of the Board of Directors. All specialist committees of audit, nomination, remuneration and evaluation, and <b>export compliance committees</b>, shall be composed of directors in which independent non-executive directors shall form the majority and become convenors (<b>the export compliance committee shall comprise at least three independent non-executive directors</b>). The convenor of the audit committee shall be a professional accountant. The Board of Directors shall be responsible for formulating the working rules of the specialist committees and governing the operation of the specialist committees.</p>
Article 29	<p>Each specialist committee shall have the following basic responsibilities:</p> <ol style="list-style-type: none"> <li>1) Major responsibilities of the audit committee are: <ol style="list-style-type: none"> <li>1. to propose the engagement or removal of external auditor;</li> <li>2. to oversee the internal audit system of the Company and its implementation;</li> <li>3. to be responsible for the communications between the internal auditor and the external auditor;</li> <li>4. to examine and verify the financial information of the Company and the disclosure thereof; and</li> <li>5. to examine the internal control system of the Company.</li> </ol> </li> </ol> <p>.....</p>	<p>Each specialist committee shall have the following basic responsibilities:</p> <ol style="list-style-type: none"> <li>1) Major responsibilities of the audit committee are: <ol style="list-style-type: none"> <li>1. to propose the engagement or removal of external auditor;</li> <li>2. to oversee the internal audit system of the Company and its implementation;</li> <li>3. to be responsible for the communications between the internal auditor and the external auditor;</li> <li>4. to examine and verify the financial information of the Company and the disclosure thereof; and</li> <li>5. to examine the internal control system of the Company.</li> </ol> </li> </ol> <p>.....</p> <p><b>4) Major responsibilities of the export compliance committee are:</b></p>

		<p><b>1. to understand the adequacy and effectiveness of the Company’s internal policies, procedures and plans on export control and economic sanctions laws;</b></p> <p><b>2. to examine the export control and economic sanctions compliance functions of the Company;</b></p> <p><b>3. to receive and review audit reports and any other reports on the Company’s export compliance;</b></p> <p><b>4. to deal with other matters as authorized by the Board.</b></p>
Add a new clause after Article 44	/	<p><b>Add:</b></p> <p><b>Article 45 Working procedures for export compliance matters</b></p> <p><b>The duties and working procedures of the export compliance committee shall be prescribed in the Working Rules for Export Compliance Committee of the Board of Directors.</b></p>

Note: Subsequent to the addition of clauses, the codes of the revised the Rules of Procedure for Board of Directors Meetings and cited clauses are adjusted accordingly.

(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.

**17. Consideration and approval of the “Resolution on Expansion of the Business Scope and Corresponding Amendment of Relevant Clause in the Articles of Association”, with details as follows:**

(1) That the addition of “technological certification services” to the business scope of the Company be approved;

(2) 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:

<b>Before amendment</b>	<b>After amendment</b>
Article 14. The Company’s scope of business shall be consistent with the scope of business approved by the authority responsible for the Company’s registration.	Article 14. The Company’s scope of business shall be consistent with the scope of business approved by the authority responsible for the Company’s registration.

<b>Before amendment</b>	<b>After amendment</b>
<p>The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, technical design, development, consultancy and services for projects of computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing, process control systems, disaster warning system, new energy power generation and application systems; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); research and development, production, sales, technical servicing, work installation and maintenance of communication power source and power distribution systems; research and development, production, sales, technical servicing, work installation and maintenance of data centre infrastructure and ancillary products (including power supply and distribution, air-conditioning refrigeration equipment, cooling passage and smart management systems); purchase and sales of electronic equipment and micro-electronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications); leasing of owned</p>	<p>The scope of business of the Company shall cover: production of program-controlled exchange systems, multi-media communication systems and communication transmission systems; research and production of mobile communication system equipment, satellite communications, microwave communication equipment, pagers, technical design, development, consultancy and services for projects of computer software/hardware, closed-circuit TV, microwave communications, automatic signal controls, computer data processing, process control systems, disaster warning system, new energy power generation and application systems; technical design, development, consultancy and services for wireline/wireless communication projects of railways, underground railways, urban rail transport, highways, mining plants, port terminals and airports (excluding restricted projects); research and development, production, sales, technical servicing, work installation and maintenance of communication power source and power distribution systems; research and development, production, sales, technical servicing, work installation and maintenance of data centre infrastructure and ancillary products (including power supply and distribution, air-conditioning refrigeration equipment, cooling passage and smart management systems); purchase and sales of electronic equipment and micro-electronic parts and components (excluding items subject to exclusive licenses, controls and distributorships); undertaking as contractor overseas and relevant projects as well as domestic projects subject to international tendering, import and export of equipment and materials required for the aforesaid overseas projects and deployment of staff responsible for implementing such overseas projects; technical development and purchase and sales of electronic system equipment (excluding restricted projects and items subject to exclusive licenses, controls and distributorships); undertaking of import and export businesses (under the certificate of qualifications issued by the Trade Development Council); undertaking of telecommunication projects as professional contractors (subject to the obtaining of a certificate of qualifications); leasing of owned</p>

Before amendment	After amendment
properties. With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.	properties; <b>technological certification services.</b> With the approval of the general meeting and relevant government authorities, the Company may lawfully modify and adjust its scope of business and mode of operation in response to changes in the domestic and international markets and its business development and capabilities.

(3) As the amendment of the scope of business is subject to the completion of relevant procedures with the industrial and commercial registration authorities, the amended scope of business of the Company is subject to the finalised scope of business approved by the industrial and commercial registration authorities. The Board of Directors and its delegated parties be authorised to process registration, filing of the Articles of Association and other matters in relation to the aforesaid amendment of scope of business with the industrial and commercial registration authorities and to make necessary modifications to matters relating to the amendment of the scope of business of the Company in accordance with the approval opinion or requirements of the industrial and commercial registration authorities or other pertinent authorities;

(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 in accordance with the law on behalf of the Company.

**18. Consideration and approval of the “Resolution on the Amendment of the Rules of Procedure for Supervisory Committee Meetings”, with details as follows:**

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

Provision before amendment	Before amendment	After amendment
Article 9	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 supervisors of the Company.	Persons subject to <b>pertinent provisions</b> 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 supervisors of the Company.
Article 12	A supervisor who fails to attend in person two consecutive Supervisory Committee	<b>Delete.</b>

	meetings shall be deemed to be unable to perform his duties and shall be removed from his office at the general meeting of shareholders or employee representatives' meeting.	
Article 22	Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary Supervisory Committee meeting.	Meetings of the Supervisory Committee shall be held once every six months and shall be convened by the chairman of the Supervisory Committee. <b>The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting.</b>  Supervisors may propose to convene an extraordinary Supervisory Committee meeting. <b>The notice of the extraordinary Supervisory Committee meeting shall be served on all supervisors three days prior to the meeting.</b>
Article 23	The notice of the Supervisory Committee meeting shall be served on all supervisors ten days prior to the meeting. .....	The notice of the Supervisory Committee meeting shall be served on all supervisors <b>within the time stipulated in the Rule.</b> .....

Note: Subsequent to the deletion of clauses, the codes of the revised the Rules of Procedure for Supervisory Committee Meetings and cited clauses are adjusted accordingly.

(2) That any Supervisors 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 Rules of Procedure for Supervisory Committee Meetings in accordance with the law on behalf of the Company.

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 Chen Shanshan

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 2020 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 2020 Annual General Meeting of ZTE Corporation" approved at the AGM were legal and valid.

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

1. Document of the 2020 Annual General Meeting of ZTE Corporation;
2. Resolutions of the 2020 Annual General Meeting of ZTE Corporation;
3. Legal opinion of Beijing Jun He Law Offices (Shenzhen Office) on the 2020 Annual General Meeting of ZTE Corporation.

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

Shenzhen, the PRC  
25 June 2021

*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:

**ZTE Corporation**  
**Statistics of Voting Results in respect of Resolutions Proposed at the 2020 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 Resolutions (9 resolutions)</b>								
1.00	2020 Annual Report (including 2020 financial report audited by the PRC and Hong Kong auditors)	Total	1,327,608,359	99.8216%	2,010,822	0.1512%	361,684	0.0272%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,082,629	99.2665%	2,010,822	0.6217%	361,684	0.1118%
		Domestic shares (A shares)	1,205,276,570	99.8269%	2,010,822	0.1665%	79,100	0.0066%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%
2.00	2020 Report of the Board of Directors	Total	1,327,507,559	99.8140%	2,113,122	0.1589%	360,184	0.0271%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,981,829	99.2353%	2,113,122	0.6533%	360,184	0.1114%
		Domestic shares (A shares)	1,205,175,770	99.8186%	2,113,122	0.1750%	77,600	0.0064%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%
3.00	2020 Report of the Supervisory Committee	Total	1,327,508,159	99.8141%	2,110,822	0.1587%	361,884	0.0272%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,982,429	99.2355%	2,110,822	0.6526%	361,884	0.1119%
		Domestic shares (A shares)	1,205,176,370	99.8186%	2,110,822	0.1748%	79,300	0.0066%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%

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
4.00	2020 Report of the President	Total	1,327,534,559	99.8161%	2,086,222	0.1569%	360,084	0.0270%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,008,829	99.2437%	2,086,222	0.6450%	360,084	0.1113%
		Domestic shares (A shares)	1,205,202,770	99.8208%	2,086,222	0.1728%	77,500	0.0064%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%
5.00	Final Financial Accounts for 2020	Total	1,327,540,159	99.8165%	2,080,622	0.1564%	360,084	0.0271%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,014,429	99.2455%	2,080,622	0.6432%	360,084	0.1113%
		Domestic shares (A shares)	1,205,208,370	99.8213%	2,080,622	0.1723%	77,500	0.0064%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%
6.00	Proposal for Profit Distribution for 2020	Total	1,328,234,143	99.8687%	1,711,122	0.1286%	35,600	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,708,413	99.4600%	1,711,122	0.5290%	35,600	0.0110%
		Domestic shares (A shares)	1,205,645,770	99.8575%	1,711,122	0.1417%	9,600	0.0008%
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
7.00	Resolution on the Feasibility Analysis of Derivative Investment and the Application for Derivative Investment Limits for 2021	Total	1,327,838,343	99.8389%	2,112,422	0.1588%	30,100	0.0023%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,312,613	99.3376%	2,112,422	0.6531%	30,100	0.0093%
		Domestic shares (A shares)	1,205,249,970	99.8247%	2,112,422	0.1750%	4,100	0.0003%

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
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
8.00	Resolution on the Provision of Performance Guarantee for PT. ZTE INDONESIA, a Subsidiary	Total	1,325,931,698	99.6955%	4,020,067	0.3023%	29,100	0.0022%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	319,405,968	98.7482%	4,020,067	1.2429%	29,100	0.0089%
		Domestic shares (A shares)	1,203,343,325	99.6668%	4,020,067	0.3329%	3,100	0.0003%
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
9.00	Resolution on the Provision of Performance Guarantee Limits for Overseas Subsidiaries for 2021	Total	1,244,822,526	93.5971%	85,122,039	6.4002%	36,300	0.0027%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	238,296,796	73.6723%	85,122,039	26.3165%	36,300	0.0112%
		Domestic shares (A shares)	1,186,418,287	98.2650%	20,937,905	1.7341%	10,300	0.0009%
		Overseas-listed foreign shares (H shares)	58,404,239	47.6325%	64,184,134	52.3463%	26,000	0.0212%
<b>Special Resolution (1 resolution)</b>								
10.00	Resolution on the Proposed Application for Consolidated Registration for Issuance of Multiple Types of Debt Financing Instruments for 2021	Total	1,224,651,188	92.0804%	105,290,477	7.9167%	39,200	0.0029%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	218,125,458	67.4361%	105,290,477	32.5518%	39,200	0.0121%
		Domestic shares (A shares)	1,184,886,321	98.1381%	22,466,971	1.8608%	13,200	0.0011%
		Overseas-listed foreign shares (H shares)	39,764,867	32.4308%	82,823,506	67.5480%	26,000	0.0212%
<b>Ordinary Resolutions (3 resolutions)</b>								
11.00	Resolution on the	Total	1,326,137,298	99.7110%	3,808,667	0.2864%	34,900	0.0026%

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>Proposed Application for Composite Credit Facilities for 2021</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	319,611,568	98.8117%	3,808,667	1.1775%	34,900	0.0108%
		Domestic shares (A shares)	1,203,548,925	99.6838%	3,808,667	0.3155%	8,900	0.0007%
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
<b>12.00</b>	<b>Resolution on the Alignment in Preparation of Financial Statements in accordance with PRC ASBEs and Cessation to Re-appoint Overseas Financial Report Auditor</b>	Total	1,327,710,759	99.8293%	1,919,122	0.1443%	350,984	0.0264%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,185,029	99.2982%	1,919,122	0.5933%	350,984	0.1085%
		Domestic shares (A shares)	1,205,378,970	99.8354%	1,919,122	0.1590%	68,400	0.0056%
		Overseas-listed foreign shares (H shares)	122,331,789	99.7695%	0	0.0000%	282,584	0.2305%
<b>13.00</b>	<b>Resolutions on the Appointment of the Auditor for 2021 (to be voted upon item by item)</b>							
<b>13.01</b>	<b>Re-appointment of Ernst &amp; Young Hua Ming LLP as the auditor of the Company's financial report for 2021 and the financial report audit fees be in the amount of RMB7.90 million (including relevant tax expenses but excluding meal expenses)</b>	Total	1,327,216,783	99.7922%	2,709,982	0.2038%	54,100	0.0040%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,691,053	99.1455%	2,709,982	0.8378%	54,100	0.0167%
		Domestic shares (A shares)	1,205,388,970	99.8362%	1,949,422	0.1615%	28,100	0.0023%
		Overseas-listed foreign shares (H shares)	121,827,813	99.3585%	760,560	0.6203%	26,000	0.0212%
<b>13.02</b>	<b>Re-appointment of</b>	Total	1,327,271,443	99.7963%	2,674,722	0.2011%	34,700	0.0026%

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>Ernst &amp; Young Hua Ming LLP as the internal control auditor of the Company for 2021 and the internal control audit fees be in the amount of RMB1.20 million (including relevant tax expenses but excluding meal expenses)</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,745,713	99.1624%	2,674,722	0.8269%	34,700	0.0107%
		Domestic shares (A shares)	1,205,403,070	99.8374%	1,954,722	0.1619%	8,700	0.0007%
		Overseas-listed foreign shares (H shares)	121,868,373	99.3916%	720,000	0.5872%	26,000	0.0212%
<b>Special Resolutions (5 resolutions)</b>								
14.00	<b>Resolution of the Company on the Application for General Mandate for 2021</b>	Total	1,211,179,267	91.0675%	118,670,658	8.9227%	130,940	0.0098%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	204,653,537	63.2711%	118,670,658	36.6884%	130,940	0.0405%
		Domestic shares (A shares)	1,178,815,285	97.6353%	28,520,507	2.3622%	30,700	0.0025%
		Overseas-listed foreign shares (H shares)	32,363,982	26.3949%	90,150,151	73.5233%	100,240	0.0818%
15.00	<b>Resolution on the Shareholders' Dividend and Return Plan (2021-2023)</b>	Total	1,327,445,043	99.8093%	2,480,622	0.1865%	55,200	0.0042%
		Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	320,919,313	99.2160%	2,480,622	0.7669%	55,200	0.0171%
		Domestic shares (A shares)	1,205,576,670	99.8518%	1,760,622	0.1458%	29,200	0.0024%
		Overseas-listed foreign shares (H shares)	121,868,373	99.3916%	720,000	0.5872%	26,000	0.0212%
16.00	<b>Resolution on the</b>	Total	1,327,894,843	99.8432%	2,054,722	0.1545%	31,300	0.0023%

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>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</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,369,113	99.3551%	2,054,722	0.6352%	31,300	0.0097%
		Domestic shares (A shares)	1,205,525,870	99.8476%	1,835,322	0.1520%	5,300	0.0004%
		Overseas-listed foreign shares (H shares)	122,368,973	99.7999%	219,400	0.1789%	26,000	0.0212%
		<b>Total</b>	<b>1,328,136,443</b>	<b>99.8613%</b>	<b>1,803,622</b>	<b>0.1356%</b>	<b>40,800</b>	<b>0.0031%</b>
<b>17.00</b>	<b>Resolution on Expansion of the Business Scope and Corresponding Amendment of Relevant Clause in the Articles of Association</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,610,713	99.4298%	1,803,622	0.5576%	40,800	0.0126%
		Domestic shares (A shares)	1,205,548,070	99.8494%	1,803,622	0.1494%	14,800	0.0012%
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
		<b>Total</b>	<b>1,328,009,043</b>	<b>99.8517%</b>	<b>1,886,722</b>	<b>0.1419%</b>	<b>85,100</b>	<b>0.0064%</b>
<b>18.00</b>	<b>Resolution on the Amendment of the Rules of Procedure for Supervisory Committee Meetings</b>	Of which: shareholders each interested in less than 5% of the Company's shares attending the AGM	321,483,313	99.3904%	1,886,722	0.5833%	85,100	0.0263%
		Domestic shares (A shares)	1,205,420,670	99.8388%	1,886,722	0.1563%	59,100	0.0049%
		Overseas-listed foreign shares (H shares)	122,588,373	99.9788%	0	0.0000%	26,000	0.0212%
		<b>Total</b>	<b>1,328,009,043</b>	<b>99.8517%</b>	<b>1,886,722</b>	<b>0.1419%</b>	<b>85,100</b>	<b>0.0064%</b>